

001

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

APPLICATION FOR PERMIT TO DRILL				5. MINERAL LEASE NO: UTU 006614	6. SURFACE: Federal
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>				7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>				8. UNIT or CA AGREEMENT NAME: Initial Mancos B-P-A "A" Pine Springs	
2. NAME OF OPERATOR: Carbon Energy Corporation (USA)				9. WELL NAME and NUMBER: Pine Springs Fed 3-23-14S-22E	
3. ADDRESS OF OPERATOR: 1700 Broadway Suite 1150 CITY Denver STATE CO ZIP 80290				10. FIELD AND POOL, OR WILDCAT: Pine Springs Castlegate	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 460' FSL 2175' FWL 4382049 Y 39.5735 635405 K - 109.42342 AT PROPOSED PRODUCING ZONE: Same				11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESW 23 14S 22E S	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 40 miles South of Ouray, UT				12. COUNTY: Uintah	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 460'		16. NUMBER OF ACRES IN LEASE: 1904.46		17. NUMBER OF ACRES ASSIGNED TO THIS WELL: Unspaced	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 3318'		19. PROPOSED DEPTH: 5,350		20. BOND DESCRIPTION: UT0604	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7146.5 GL		22. APPROXIMATE DATE WORK WILL START: 8/15/2002		23. ESTIMATED DURATION: 10 days	

24.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
12 1/4	8 5/8" J-55 24#	500	CI-'G' 365 sx 1.17cf/sx 15.8#/gal
7 7/8	4 1/2 K-55 10.5#	5,350	Prem II 294 sx 3.29cf/sx 11#/gal
			Prem II 290 sx 1.43 cf/sx 14.5#/gal

25.

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- | | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) Ron Millet TITLE Drilling Manager
SIGNATURE [Signature] DATE 7/18/2002

(This space for State use only)

API NUMBER ASSIGNED:

43-047-34675

Approved by the
Utah Division of
Oil, Gas and Mining
Date: 09-03-07
By: [Signature]

RECEIVED

JUL 22 2002

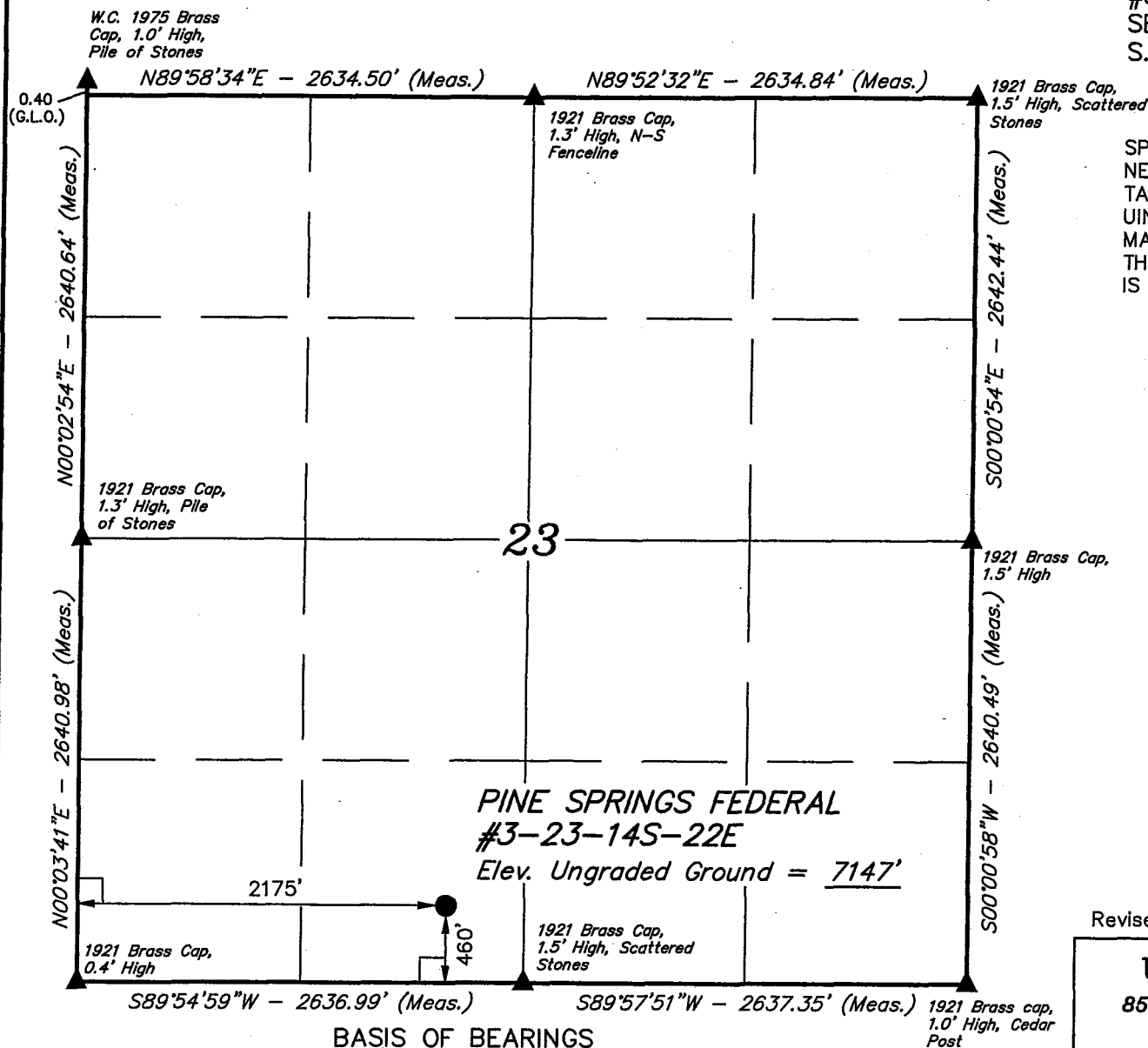
DIVISION OF
OIL, GAS AND MINING

(11/2001)

Federal Approval of this
Action is Necessary

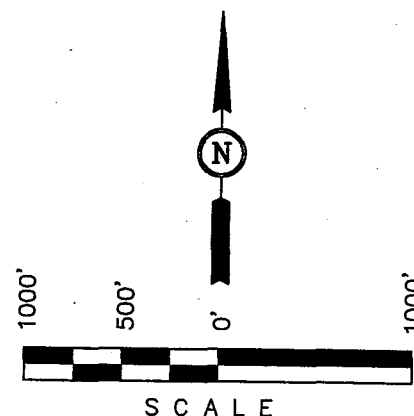
T14S, R22E, S.L.B.&M.

Well location, PINE SPRINGS FEDERAL
#3-23-14S-22E, located as shown in the
SE 1/4 SW 1/4 of Section 23, T14S, R22E,
S.L.B.&M. Uintah County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION IN THE
NE 1/4 OF SECTION 25, T14S, R22E, S.L.B.&M.
TAKEN FROM PINE SPRING CANYON QUADRANGLE, UTAH,
UINTAH COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL
MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF
THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION
IS MARKED AS BEING 7172 FEET.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

Revised: 06-11-02 D.R.B.

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

LEGEND:

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)

LATITUDE = 39°34'46.46" (39.579572)

LONGITUDE = 109°25'26.87" (109.424131)

SCALE 1" = 1000'	DATE SURVEYED: 5-23-02	DATE DRAWN: 6-3-02
PARTY J.F. J.J. C.G.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BONNEVILLE FUELS CORP.	

EIGHT POINT DRILLING PLAN**Attached to Form 3160-3: Application for Permit to Drill:****Carbon Energy Corporation (USA)****Pine Springs Federal #3-23-14S-22E****460' FSL, 2175' FWL, Sec 23, T14S, R22E****Uintah County, Utah****1. ESTIMATED TOPS: IMPORTANT GEOLOGIC MARKERS:**

Green River	0'
Wasatch	1498'
Mesa Verde:	3060'
Upper Sego:	4594'
Lower Sego:	4830'
Buck Tongue:	4878'
Castlegate:	4962'
Mancos Shale:	5237'

2. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:**Water:**

Wasatch Fm.:	Occ. Sands: 1,498' to 3060'.
Mesa Verde Fm.:	Occ. Sands: 3,060' to 4,962'.
Castlegate Fm:	4,962' to 5,002'.

Oil:

No oil is anticipated during the drilling of this well.

Gas:

Wasatch Fm.:	Occ. Sands: 1,498' to 3060'.
Mesa Verde Fm.:	Occ. Sands: 3,060' to 4,962'.
Castlegate Fm:	4,962' to 5,002'.

EIGHT POINT DRILLING PLAN
Attached to Form 3160-3: Application for Permit to Drill:
Carbon Energy Corporation (USA)
Pine Springs Federal #3-23-14S-22E
460' FSL, 2175' FWL, Sec 23, T14S, R22E
Uintah County, Utah

3. MINIMUM SPECS FOR PRESSURE CONTROL:

- a. A diagram of the Blowout Preventer Stack and Choke Manifold is presented in Exhibit #1 and Exhibit #1A respectively.
- b. The BOP Equipment will be a 3M (3,000 psi min. Working Pressure) system consisting of:
 - i. The Blow-Out Preventer Stack Description and Specifications:
 - An 8-5/8" X 11" SOW 3,000 psi WP casing head will be installed as the starting head.
 - An 11" 3,000 psi X 11" 3,000 psi WP drilling spool will be installed on the starting head.
 - An 11" X 3,000 psi WP (min) double gate hydraulic type ram preventer with Pipe rams over Blind rams will be installed above the drilling spool.
 - An 11" rotating head may be installed above an annular preventer.
 - ii. The Choke and Kill Manifolds:
 - A 2" x 3,000 psi (min) choke manifold and kill line will be tied into opposite sides of the 11" x 3,000 psi WP (min) drilling spool.
 - A 2" x 3,000 psi (min) WP FO gate valve will be up-stream of the choke manifold assembly. This valve will be in the open position during normal drilling operations.
 - The choke manifold will consist of 2" x 3,000 psi (min) WP pipe and 2 - 2" x 3,000 psi (min) WP FO adjustable chokes with 2" x 3000 psi (min) WP FO valves upstream. These valves will be closed during normal air and mud drilling operations. A single 2" x 3,000 psi (min) WP FO gate valve will be between the flow tee and the 2"(min) bleed line. This valve will be open during normal air and mud drilling operations. In-board of the gate valves in the manifold assembly there will be a 2" x 3,000 (min) psi WP flow tee with bull plug, needle valve, and gauge for well control operations.
 - The bleed line will be appropriately staked and chained down to the flare pit.
 - The kill line will be 2" x 3,000 psi (min) WP line pipe.
 - A 2" x 3,000 psi (min) WP FO gate valve will be up-stream of the choke manifold.
 - iii. Surface Drill String Valves:
 - A 3,000 psi WP (min) FO safety valve with subs to fit all drill strings in use will be kept on the drill floor after surface casing is set.
 - A 3,000 psi (min) WP Upper kelly valve with handle will be used throughout drilling

EIGHT POINT DRILLING PLAN

Attached to Form 3160-3: Application for Permit to Drill:

Carbon Energy Corporation (USA)

Pine Springs Federal #3-23-14S-22E

460' FSL, 2175' FWL, Sec 23, T14S, R22E

Uintah County, Utah

operations.

iv. The Accumulator System:

- An accumulator with sufficient capacity to operate the BOPE against a 2,000 psi well pressure (min) will be used to operate the BOP system. It shall contain enough fluid capacity to close all BOP equipment and retain accumulator pressure at 200 psig over the pre-charge pressure. A nitrogen bottle system may be used to provide independent (reserve) power to operate the system in the event rig motors must be shut down.

c. Testing Procedures and Test Frequency:

- All of the pressure side BOP Equipment specified in Part b. above will be nipped-up on the surface casing. A test plug will then be set in the starting head profile.
- All pressure side components will be hydraulically tested for fifteen (15) minutes (min) to 2000 psi and five (5) minutes (min) to 300 psi prior to drilling out cement. Surface casing will be pressure tested to 1000 psi before drilling out the surface casing shoe. These components will be re-tested each 30 days after drill-out at an appropriate time with a test plug set in the starting head profile.
- Pipe rams will be operationally checked each 24-hour period, and the blind rams operationally checked each time pipe is pulled from the hole.
- All pressure tests and function tests will be noted on the daily drilling report.

d. Tripping procedures for well control:

- The anticipated maximum bottom-hole formation pressure is 1300 psig in the Castlegate. The anticipated mud weight at T.D. is 8.9 PPG. This will provide an anticipated hydrostatic pressure of 2,184 psig for an over-balance pressure of 884 psig at TD.
- The well will be drilled by a triple, double, or lay-down singles derrick rig with 4-1/2" drill pipe and 6" (minimum) drill collars.
- The well will be monitored each 9-10 joints on trips out of the hole to insure that the BHA is not swabbing the well in. The well will be filled after each 30 joints of drill pipe and as each drill collar is pulled from the hole. Pits will be monitored in order to insure that the well is taking fluid on the trip.
- The fill-up line will be used to fill the well on trips. The kill line **WILL NOT** be used to fill the well on trips.
- **In the event that the bit is plugged on a trip the well will be filled after each 15 joints of drill pipe are pulled from the well and as each drill collar is pulled from the well. Swabbing will be checked each 6 joints.**

EIGHT POINT DRILLING PLAN
Attached to Form 3160-3: Application for Permit to Drill:
Carbon Energy Corporation (USA)
Pine Springs Federal #3-23-14S-22E
460' FSL, 2175' FWL, Sec 23, T14S, R22E
Uintah County, Utah

4. CASING AND CEMENTING PROGRAM:

a. General Casing and Cementing Design Specifications:

Hole Size, In.	Depth, Ft	Casing OD, In	Wt/Gd/Jt/Cond	Cement
12-1/4"	500' (Min)	8-5/8"	24 LB/Ft; J-55; STC; New/Used (Inspected)	365 sks Class "G" + 2% CaCl + 1/4 #/sk Celloflake 1.17 cuft/sk, 15.8 #/gal
7-7/8"	5350'	4-1/2"	10.5 LB/Ft; J or K-55; STC or LTC; New/Used (Inspected)	Lead: 294 sks Premium II Cement + 0.25 #/sk Cello Flake + 0.8% bwoc FL-52 + 10% Bentonite + 0.5% Sodium Metasilicate + 3 #/sk BA-90 + 2% CaCl + 0.05 #/sk Static Free 3.29 cuft/sk, 11.0 #/gal. Tail: 290 sks Premium II Cement + 0.05 #/sk Static Free + 0.2% R-3 + 3% KCL + 0.25% Cello Flake + 2 #/sk Kol Seal + 0.5% FL-62 + 0.2% Sodium Metasilicate 1.43 cuft/sk, 14.5 #/gal Note: Actual cement volume to be based upon caliper log.

- NOTE: Cement will be raised at least 200' into the surface casing. A mud log from the base of the surface casing to T.D. is planned and a Formation Density/Compensated Neutron porosity log will be run from T.D. to base of surface casing to confirm volumes prior to cementing.

EIGHT POINT DRILLING PLAN
Attached to Form 3160-3: Application for Permit to Drill:
Carbon Energy Corporation (USA)
Pine Springs Federal #3-23-14S-22E
460' FSL, 2175' FWL, Sec 23, T14S, R22E
Uintah County, Utah

b. Casing Centralization Equipment:

i. Surface Casing:

- A total of 4 centralizers will be run on the 8-5/8" OD Surface Casing: 1 at 10 ft. above the shoe, 1 at the 1st collar, 1 at the 2nd collar, and 1 at the 4th collar above the shoe.

ii. Production Casing:

- Centralizers will be placed 10' above the shoe and no further apart than every other collar through Castlegate interval.

5. PROPOSED DRILLING FLUIDS:

DEPTH	TYPE	MUD WT., LB/GAL	VISCOSITY	WATER LOSS
0' – 500' (Min)	Spud Mud	8.4 – 9.5	28 – 40 Sec/Qt	No Control
500' – TD	LSND w/2 ½% to 3 ½% KCL	8.8 – 8.9	38 – 40 Sec/Qt	10 – 14

6. LOGGING, TESTING, AND CORING PROGRAM:

a. The logging program will consist of:

i. AIT/GR/SP:

T.D. to Surface Casing.

ii. FDC – CNL w/ GR & Caliper:

T.D. to Surface Casing.

b. No cores are planned.

c. No DST's are planned.

d. A manned mud logging unit with a hotwire and chromatograph is planned from the base of the surface casing to TD. 30 ft samples will be obtained from the base of the surface casing to TD or at

EIGHT POINT DRILLING PLAN
Attached to Form 3160-3: Application for Permit to Drill:
Carbon Energy Corporation (USA)
Pine Springs Federal #3-23-14S-22E
460' FSL, 2175' FWL, Sec 23, T14S, R22E
Uintah County, Utah

geologist's discretion.

7. ABNORMAL CONDITIONS - PRESSURE - TEMPERATURE - POTENTIAL HAZARDS:

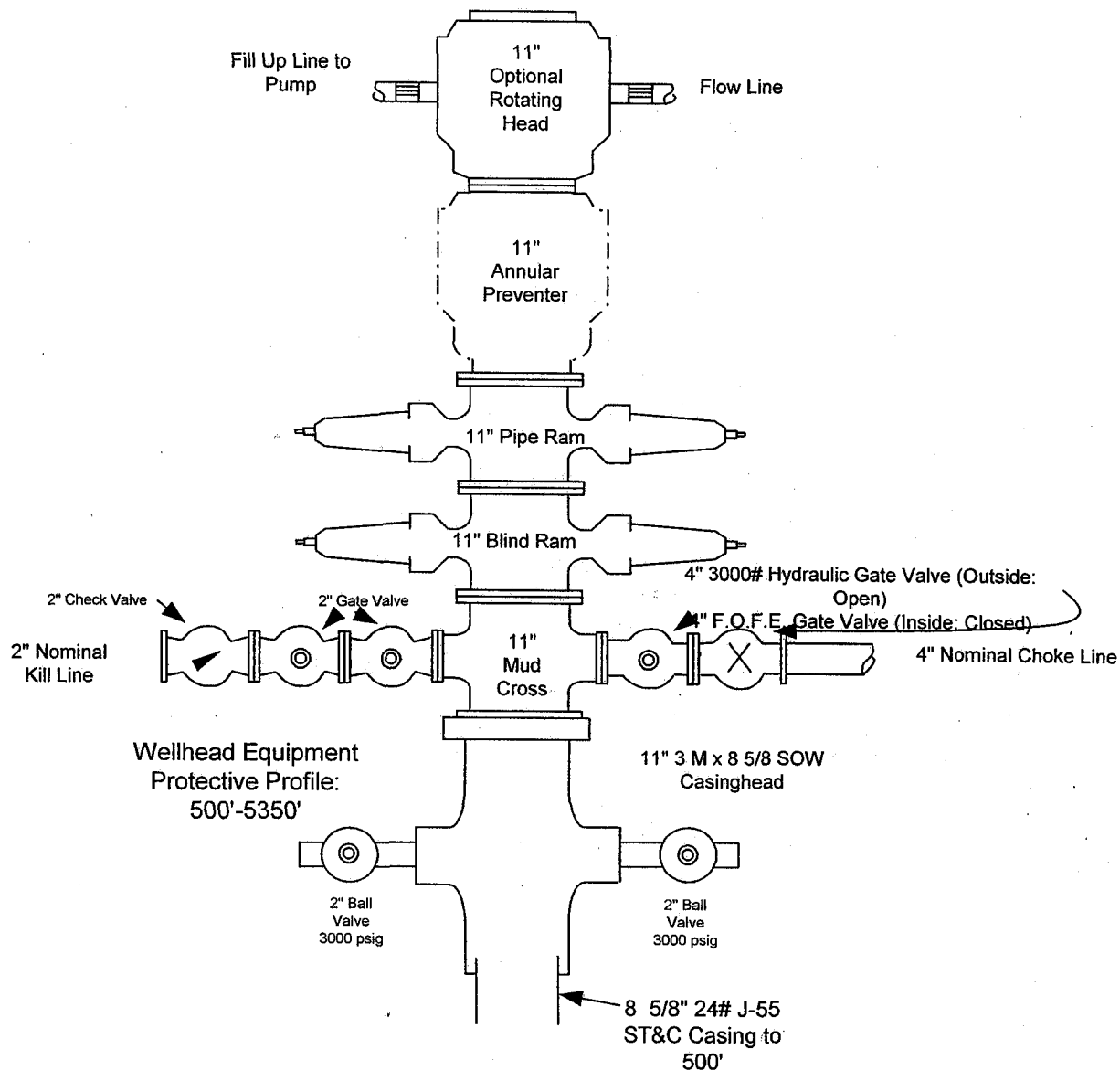
Normal pressures and temperatures are expected in the objective formation. A maximum Castlegate surface shut-in pressure of 1300 psi is expected. A maximum bottom hole temperature of 118 degrees Fahrenheit is anticipated. Sour gas (H₂S) is not anticipated.

8. ANTICIPATED STARTING DATE AND DURATION OF OPERATIONS:

Road and location construction will begin as soon as APD approval has been granted by the BLM. The anticipated spud date for this well is currently August 15, 2002 subject to rig availability and permit approval. Once commenced, drilling operations should be finished within 8 to 10 days. Side-tracking operations, if required, will considerably extend the period of operations. Appropriate verbal notification of side-tracking operations shall immediately be made if such operations are required, plug-back procedures confirmed, and appropriate Sundry Notices filed as soon as possible. If the well is productive, an additional 8 to 10 days will be required for completion.

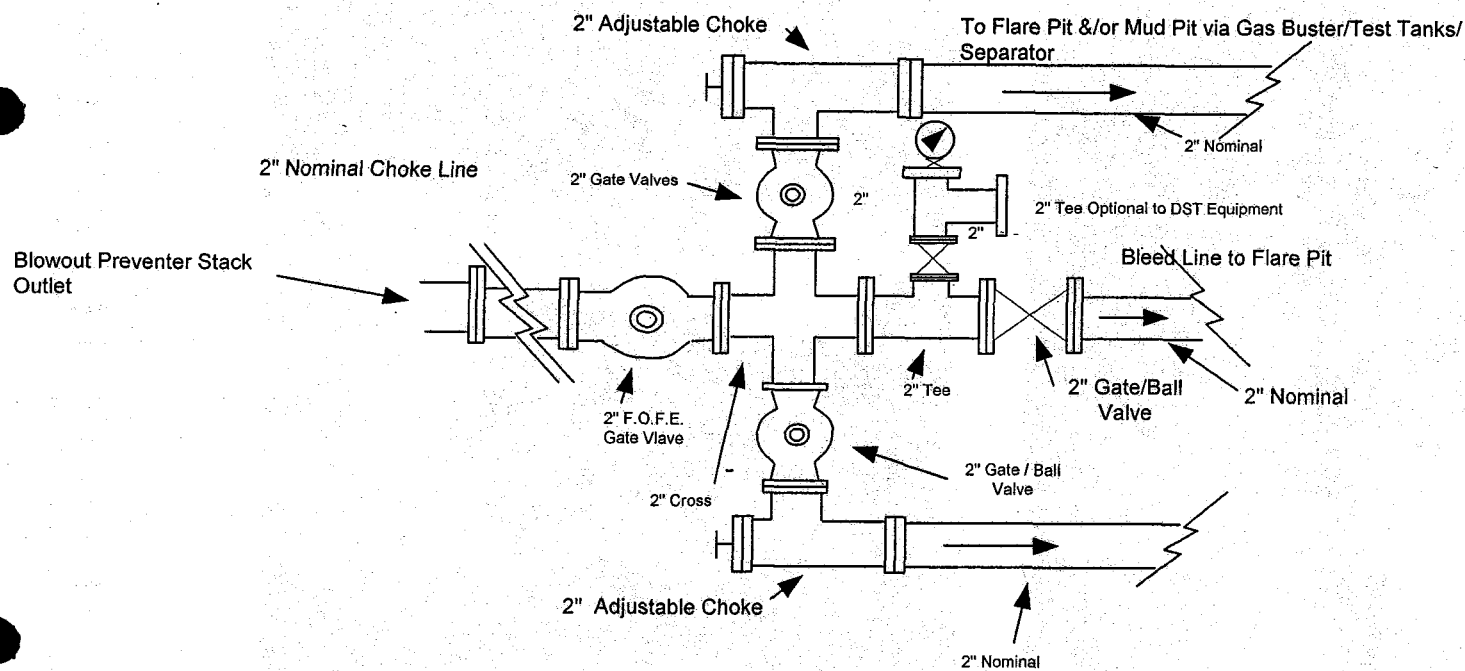
Fire Springs Federal #3-23-14S-22E
Minimum Blow-Out Preventer
Requirements
All 3000 PSI WP Equipment
(Except Casinghead & Spools as Noted
Below)

Exhibit #1



Pine Springs Federal #3-23-14S-22E
Choke Manifolds
All 3000 PSI WP (Min) Equipment

Exhibit # 1A



THIRTEEN POINT SURFACE USE PROGRAM

Attached to Form 3160-3
Carbon Energy Corporation (USA)
Pine Springs Federal #3-23-14S-22E
460' FSL & 2175' FWL, Sec 23, T14S, R22E S.L.B.&M
Uintah County, Utah

1. EXISTING ROADS:

- A. The proposed well site digital photographs (Exhibit #2), elevation/survey plat (Exhibit #2a), and topographic maps (Exhibit #2b and #2c) are attached.
- B. To reach the well site, proceed from Ouray, Utah 39.2 miles south on Seep Ridge Road, turn right and travel 0.8 mile, turn right and travel 400' to the proposed well site.
- C. Access roads to the well are color coded or labeled as shown on Exhibit #2c.
- D. Existing highways and roads in the area are under the jurisdiction of the BLM or Uintah County. Access roads are identified on Exhibits #2b & #2c.

2. PLANNED ACCESS ROADS:

- A. The proposed access road will depart from the Seep Ridge Road and continue in a westerly direction for +/- 0.8 mile on an existing lease road and then northwesterly 400' along an existing road requiring upgrading to the well location. (See Exhibit 2c).
- B. The access road will be crown and ditch construction. The general access road width will be an 18' traveling surface. Away from the access approach a maximum disturbance width of 30' is currently anticipated. If necessary, the access road width on curves with impaired visibility, due to topography, will be a 20' traveling surface.
- C. The access road grade will average 0 to 5%.
- D. No turnouts are planned except at the access road entrance and at the location.
- E. Water bars will be placed if appropriate. None are anticipated.
- F. No culverts, bridges, or major cuts and fills are anticipated.
- G. Surfacing materials will consist of native surface soil, native alluvium where present, and 3/4" road-base crush from a commercial gravel pit if gravel is required by

drilling, completion, or production operations.

- H. Gates, cattle guards or fence cuts will be installed if appropriate. Currently, none are anticipated.
- I. A right of way will be required for that portion of the lease road that crosses the SW corner of Section 24, T14S, R22E. (+/- 1,300').

3. LOCATION OF EXISTING WELLS:

For the location of existing wells within a one-mile radius of this well, see Exhibit #3. The wells indicated on Exhibit #3 are all that BFC is aware of at this time.

- A. There are No domestic water wells within a one-mile radius.
- B. There are 0 abandoned wells within a one-mile radius.
- C. There are 1 temporarily abandoned wells within a one-mile radius.
- D. There are NO known disposal wells within a one-mile radius.
- E. There are 0 drilling wells within a one-mile radius.
- F. There are 6 producing wells within a one-mile radius.
- G. There are NO known shut-in wells within a one mile radius.
- H. There are NO known injection wells within a one-mile radius.

4. LOCATION OF EXISTING OR PROPOSED FACILITIES IF WELL IS PRODUCTIVE:

- A. If the well is productive, contemplated facilities will be as follows:
 - (1) The tank battery will be located on solid ground of the cut area of the drill pad. All BFC facilities will be contained on the planned well pad.
 - (2) Refer to Exhibit #4 for the proposed production facility schematic.
 - (3) Dependent upon flow test results, a gas separator, multiple 300 bbl tanks, and a meter house will be required. All well pad flow lines and piping will be buried and installed according to API specifications. Construction materials will consist of excavated alluvium, shale, and soils (except top soils). Use of additional materials from outside sources is not anticipated at this time (with the exception of 3/4" crushed road-base gravel from a commercial pit). All facilities will be painted Juniper Green as agreed during the on-site inspection 7/2/2002.

- (4) No surface pits are planned at this time.

B. Off Well Pad:

- (1) The 4" gas sales line will extend southeast 400' along the newly upgraded lease road and tie in to an existing pipeline lateral to the Pine Springs Federal #13-26-14S-22E well site. **The proposed pipeline route has been centerline staked and will follow the newly constructed access road to the well site.** Archaeological surveys have been completed for this route. Construction will, of course, be contingent upon well-test results and permit approval/clearance by the BLM, State of Utah, and Uintah County authorities.
- (2) No additional facilities are planned at this time.
- (3) Unless otherwise directed the 4" pipeline will be installed on the surface.
- (4) No additional protective measures are planned to protect livestock and wildlife.

5. LOCATION AND TYPE OF WATER SUPPLY:

- A. Water will be purchased from a tank truck company in the Vernal, Utah area at a permitted fresh water source. Current plans are to obtain this water from Willow Creek at Buck Canyon if available or from a water well at Ouray, Ut. These arrangements have NOT been secured. **WR 43-8496**
- B. Water will be hauled by tank truck to the drilling site as needed. The access will conform to roads identified on Exhibit #2b.
- C. No water well will be drilled on, or near, this well location.

6. SOURCE OF CONSTRUCTION MATERIALS:

- A. No construction materials are anticipated for drilling the well or constructing the access road onto the location. Compacted cut material will be utilized for the drilling site and access road (drill-site top soil will be stockpiled for re-vegetation at the site as indicated on Exhibit #6).
- B. Only native construction materials in the permitted area of disturbance, outlined for use in construction herein, will be used from BLM administered lands.
- C. Native surface soil materials for construction of access roads are anticipated to be sufficient. If necessary, road surface materials (3/4" road-base) will be purchased from the dirt contractor. An appropriate crush will be specified.

- D. Exhibits #2b & #2c identify the access roads. Uintah County and Bureau of Land Management roads are involved. Care will be taken in maintaining the BLM road, and the County road entrance, to BLM and Uintah County Standards.
- E. Exhibit #5 shows proposed cut & fill cross-sections for the location.

7. METHODS OF HANDLING WASTE DISPOSAL:

- A. Methods and location of proposed safe containment and disposal of waste material.
 - (1) Cuttings not retained for evaluation purposes will be discharged into the reserve pit as shown on Exhibit #6.
 - (2) A portable chemical toilet will be provided on the location for human waste. Trailer septic tank facilities will be provided for trailer wastes. This sewage waste will be removed to and disposed of at the Ashley Valley Sewage Treating Plant.
 - (3) Garbage and trash produced during drilling, completion and testing operations will be handled in a trash cage. This garbage will be hauled to the Uintah County landfill after drilling /completion operations are finished. Water and tailings will be disposed into the reserve pit.
 - (4) Small amounts of potassium chloride are anticipated in the drilling mud system and will be disposed of in the reserve pit.
 - (5) No toxic waste/chemicals subject to reporting under SARA Title III in an amount greater than 10,000 pounds will be used in the proposed operations.
 - (6) If the well is productive, produced water will be disposed of at the Ace Disposal 10 miles west of Vernal, Utah.
- B. Drilling mud and produced water, if any, will be disposed of into tanks or contained in the reserve pit. Produced oil will be collected in tanks for sale. If the volume of oil is sufficient during drilling, it will be trucked from the location. Drilling mud and produced water will be disposed of by pit evaporation or hauled to an appropriate disposal facility. The reserve pit will be lined with a synthetic liner as described in section 9C.
- C. Drilling fluids will be contained in steel mud tanks. The reserve pit will contain any excess flow from the well during mud drilling & cementing operations. The reserve pit will be

an earthen pit, approximately 120' x 50' x 10' deep.

- H. After the rig moves out, all materials will be cleaned up and no adverse materials will be left on location. All stock piles of top soil will be seeded with the mixture described in Section 10A and will be walked in with a dozer to hold seed and minimize erosion. Any open pits will be fenced after drilling operations conclude, and these pits will remain fenced until they have dried. All pits will be back filled, re-contoured and re-seeded when pits are dry enough to backfill, as weather permits. Only that part of the pad required for production operations and well maintenance operations will be kept in use. All other drill pad areas will be re-contoured and re-seeded. In the event of a dry hole, only an appropriately specified dry hole marker will remain.

8. ANCILLARY FACILITIES:

No air strip, campsite, or other facilities will be constructed during drilling and completion operations at this well site.

9. WELL SITE LAYOUT:

- A. Refer to Exhibit #6 for the Drill Pad layout as staked. Cuts and fills have been indicated per Exhibit #5 to show the planned cut and fill across the proposed location. Topsoil will be stockpiled at the South edge of the location for reclamation & re-contouring.
- B. Refer to Exhibit #6 for a planned location diagram of the proposed rig and drilling equipment, reserve pit, and pipe racks. No permanent living facilities are planned. There will be trailers for supervision on the site. Sewage will be collected in septic facilities for disposal.
- C. The rig orientation, turn-around area, parking area, and access road entrance onto location are shown on Exhibit #6.

The reserve pit will be located on the southwest corner of the location. A plastic nylon reinforced liner will be used. It will be a minimum of 12 mil thickness with felt bedding to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit.

The flare pit will receive cuttings, gas, and mud/water during drilling operations. The flare pit will be approximately 20' x 20' x 6' deep. The flare pit will be located at least 100' (nearest corner or edge) from the wellbore, 30 ft from the NW corner of the reserve pit. A minimum 10' earthen backstop of earth fill shall be constructed at the far end of the flare pit. Earthen embankments shall be constructed to prevent fluid loss to surrounding lands. Flare pit fluids shall drain via a

trench, by gravity, into the reserve pit (see Exhibit #6).

The reserve pit will be fenced with 39-inch net wire with one strand of barbed wire on the three (3) exterior sides prior to the commencement of drilling operations. The fourth side will be fenced when the rig moves off location. The flare pit will be fenced on all sides prior to the commencement of drilling operations.

10. PLANS FOR RESTORATION OF SURFACE:

A. If the well is productive:

The plan for rehabilitation of the disturbed area no longer needed for production operations after drilling and completion activities are finished is as follows:

The entire location will be inspected for trash and other refuse, and such trash/refuse if found, will be cleaned up.

Oil or other adverse substance on the pits will be removed in accordance with 43 CFR 3162.7-1.

The pit liner will be torn and perforated before back filling of the reserve pit after the contents of the pit are dry.

The area of the drill site not needed for producing operations/facilities and well maintenance operations will be re-contoured to the original contours as nearly as possible and re-vegetated/re-seeded along contours. Vegetation and rehabilitation will be achieved by reseeding after re-contouring the site. A seed mixture of 4 #/acre Bitter Brush, 4 #/acre Needle & Thread, & 4 #/acre Crested Wheat will be used. Time to complete rehabilitation depends upon the time necessary for pits to dry. Pit closure, re-contouring, planting, and re-vegetation should occur by fall 2002, if normal weather patterns ensue.

B. Dry Hole/Abandoned Location

If the well is to be plugged and abandoned, a subsequent report of abandonment will be submitted to obtain the appropriate surface rehabilitation conditions of approval.

11. SURFACE OWNERSHIP:

The surface ownership of the access road and location is BLM.

12. OTHER INFORMATION:

A Cultural Resources Survey, by Montgomery Archaeological Consultants, Moab, Utah has been completed for the proposed site, access road, and pipeline route. No significant cultural resources were identified at this site. The archaeological reports are attached to this permit. An on-site inspection was conducted on was

conducted on July 2, 2002 under NOS procedures. In attendance were Mr. Byron Tolman, Stephanie Howard, & Dixie Sadler, Bureau of Land Management Vernal Resource Area; Mr. Jim Oldham with Diamond J, Inc.; Mr. Keith Montgomery with Montgomery Archeological; & Ron Millet with Carbon Energy Corp.

Noxious weeds will be controlled along rights of way for roads, pipelines, well sites, or other applicable facilities pertaining to this project. A pesticide use proposal will be submitted prior to the application of herbicides or pesticides.

Drilling rigs and/or equipment will not be stacked or stored on Federal lands.

No construction or drilling activities shall be conducted between November 1st and April 1st because of critical elk winter range.

13. LESSEE'S AND OPERATOR'S REPRESENTATIVE:

Carbon Energy Corporation (USA)
1700 Broadway, Suite #1150
Denver, Colorado 80290

Contact: R.L. Millet
Drilling Manager
phone: (303) 785-2604 office
phone: (303) 841-7604 home

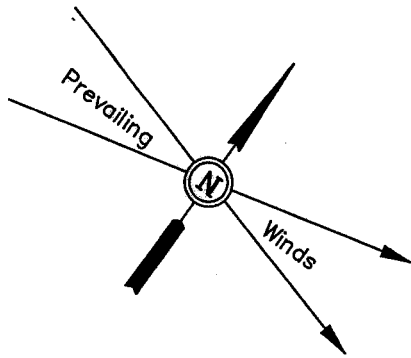
CERTIFICATION:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access routes; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with operations proposed herein will be performed by Carbon Energy Corporation (USA) and its contractors and subcontractors in conformity with this plan and the terms & conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C.1001 for the filing of a false statement.

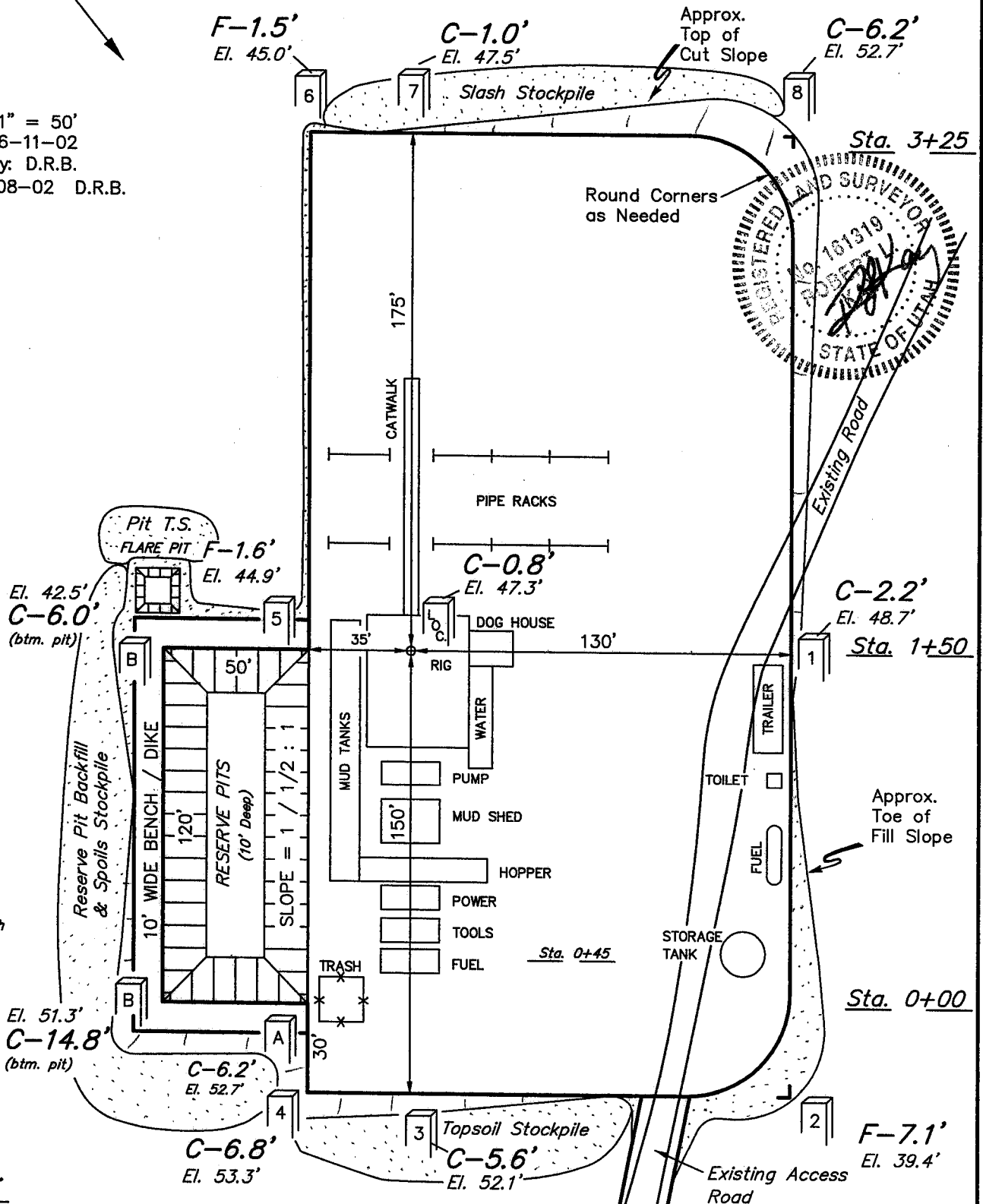
Date: July 15, 2002

R.L. Millet
Drilling Manager

LOCATION LAYOUT FOR
PINE SPRINGS FEDERAL #3-23-14S-22E
SECTION 23, T14S, R22E, S.L.B.&M.
460' FSL 2175' FWL



SCALE: 1" = 50'
DATE: 06-11-02
Drawn By: D.R.B.
Revised: 07-08-02 D.R.B.



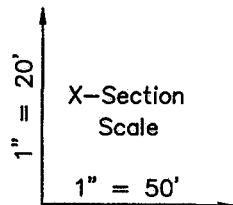
NOTES:

Elev. Ungraded Ground At Loc. Stake = 7147.3'

FINISHED GRADE ELEV. AT LOC. STAKE = 7146.5'

FIGURE #2

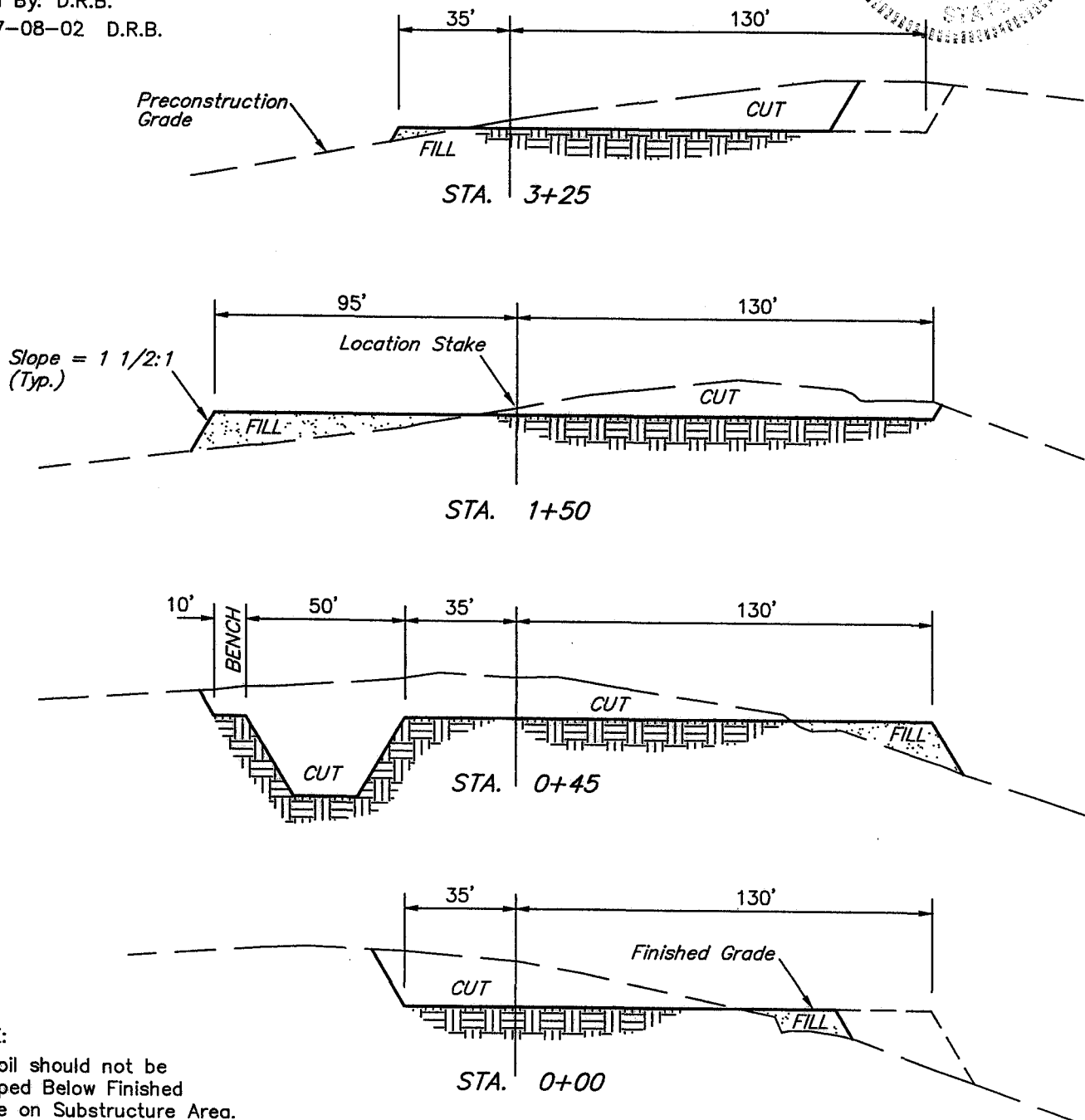
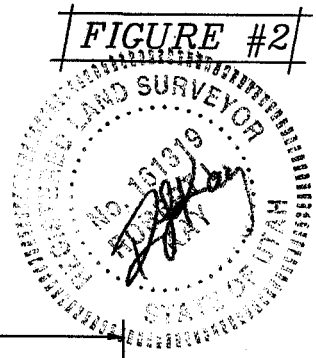
TYPICAL CROSS SECTIONS FOR
PINE SPRINGS FEDERAL #3-23-14S-22E
SECTION 23, T14S, R22E, S.L.B.&M.
460' FSL 2175' FWL



DATE: 06-11-02

Drawn By: D.R.B.

Revised: 07-08-02 D.R.B.



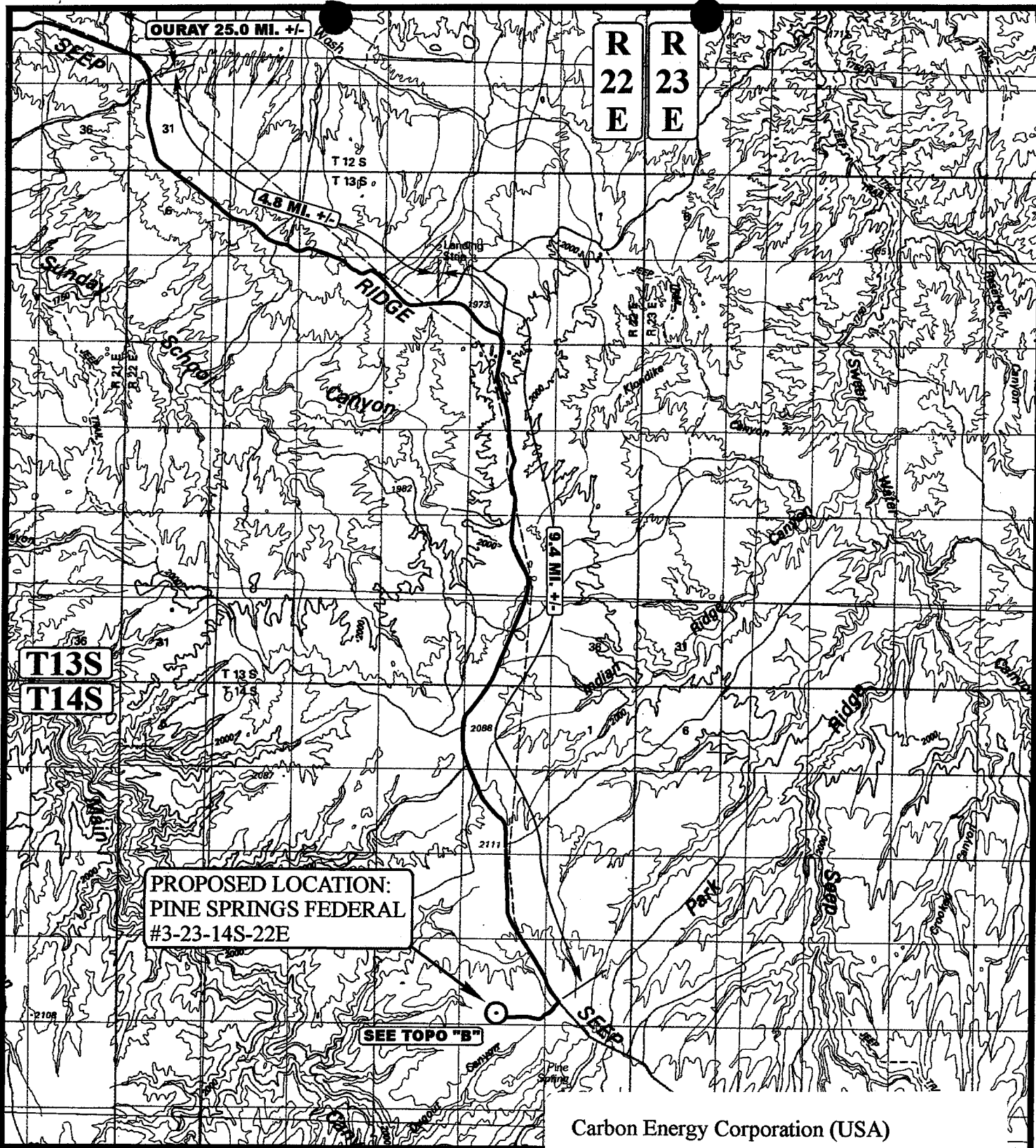
NOTE:

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,150 Cu. Yds.
Remaining Location	= 6,800 Cu. Yds.
TOTAL CUT	= 7,950 CU.YDS.
FILL	= 1,070 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 6,820 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 1,840 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 4,980 Cu. Yds.



LEGEND:

○ PROPOSED LOCATION



PINE SPRINGS FEDERAL #3-23-14S-22E
SECTION 23, T14S, R22E, S.L.B.&M.
460' FSL 2175' FWL



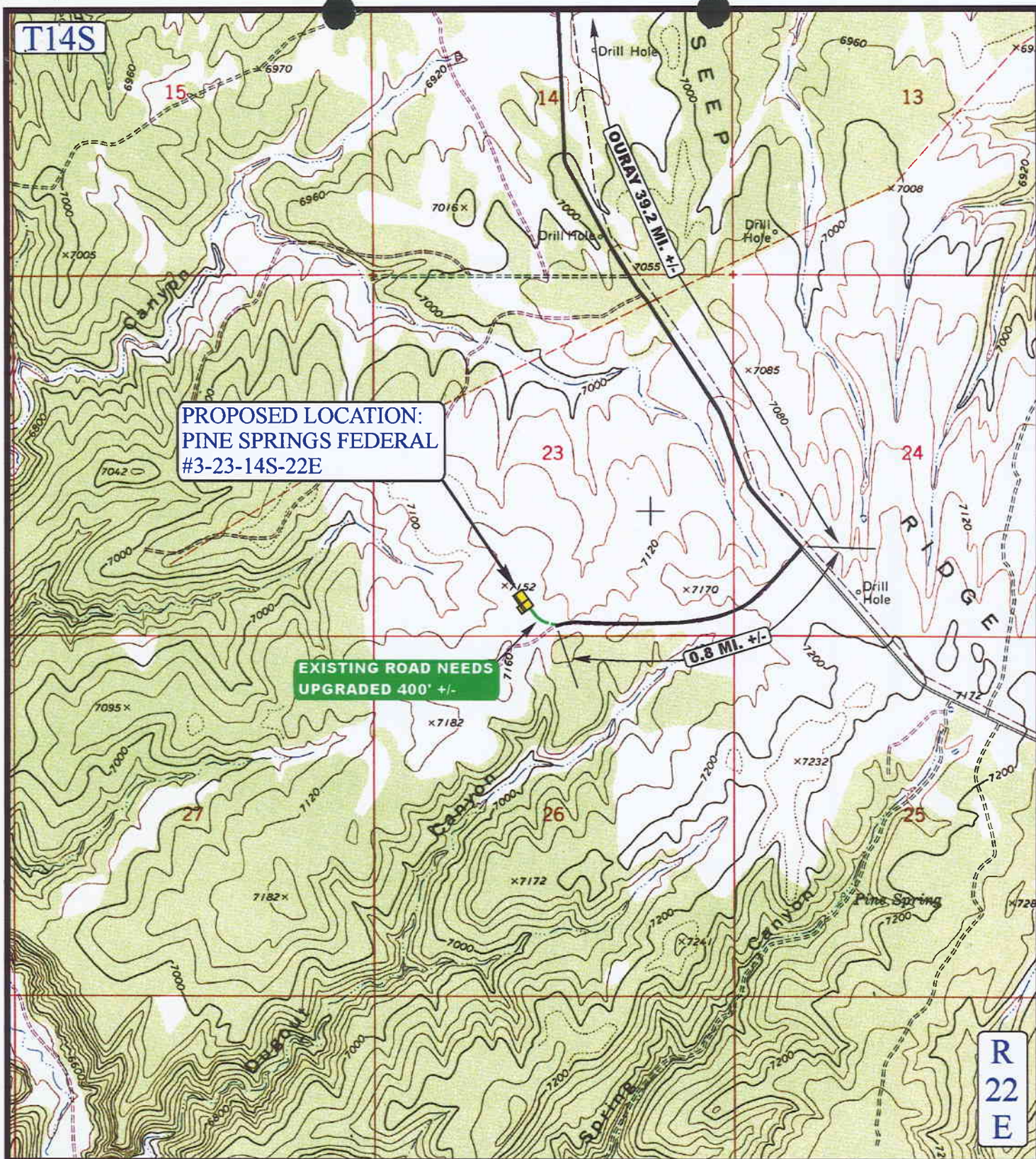
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

6 3 02
 MONTH DAY YEAR

SCALE: 1:100,000 | DRAWN BY: J.L.G. | REVISED: 6-11-02





BC **RP.**
PINE SPRINGS FEDERAL #3-23-14S-22E
LOCATED IN UINTAH COUNTY, UTAH
SECTION 23, T14S, R22E, S.L.B.&M.



PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: NORTHEASTERLY



PHOTO: VIEW OF EXISTING ROAD TO UPGRADE

CAMERA ANGLE: NORTHERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

6 **3** **02**
MONTH DAY YEAR

PHOTO

TAKEN BY: J.F. DRAWN BY: J.L.G. REVISED: 6-11-02

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 07/22/2002

API NO. ASSIGNED: 43-047-34675

WELL NAME: PINE SPRINGS FED 3-23-14S-22E

OPERATOR: CARBON ENERGY CORP (N2195)

CONTACT: RON MILLET

PHONE NUMBER: 303-863-1555

PROPOSED LOCATION:

SESW 23 140S 220E

SURFACE: 0460 FSL 2175 FWL

BOTTOM: 0460 FSL 2175 FWL

UINTAH

PINE SPRINGS (645)

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU 006614

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: CSLGT

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LATITUDE: 39.57935

LONGITUDE: 109.42342

RECEIVED AND/OR REVIEWED:

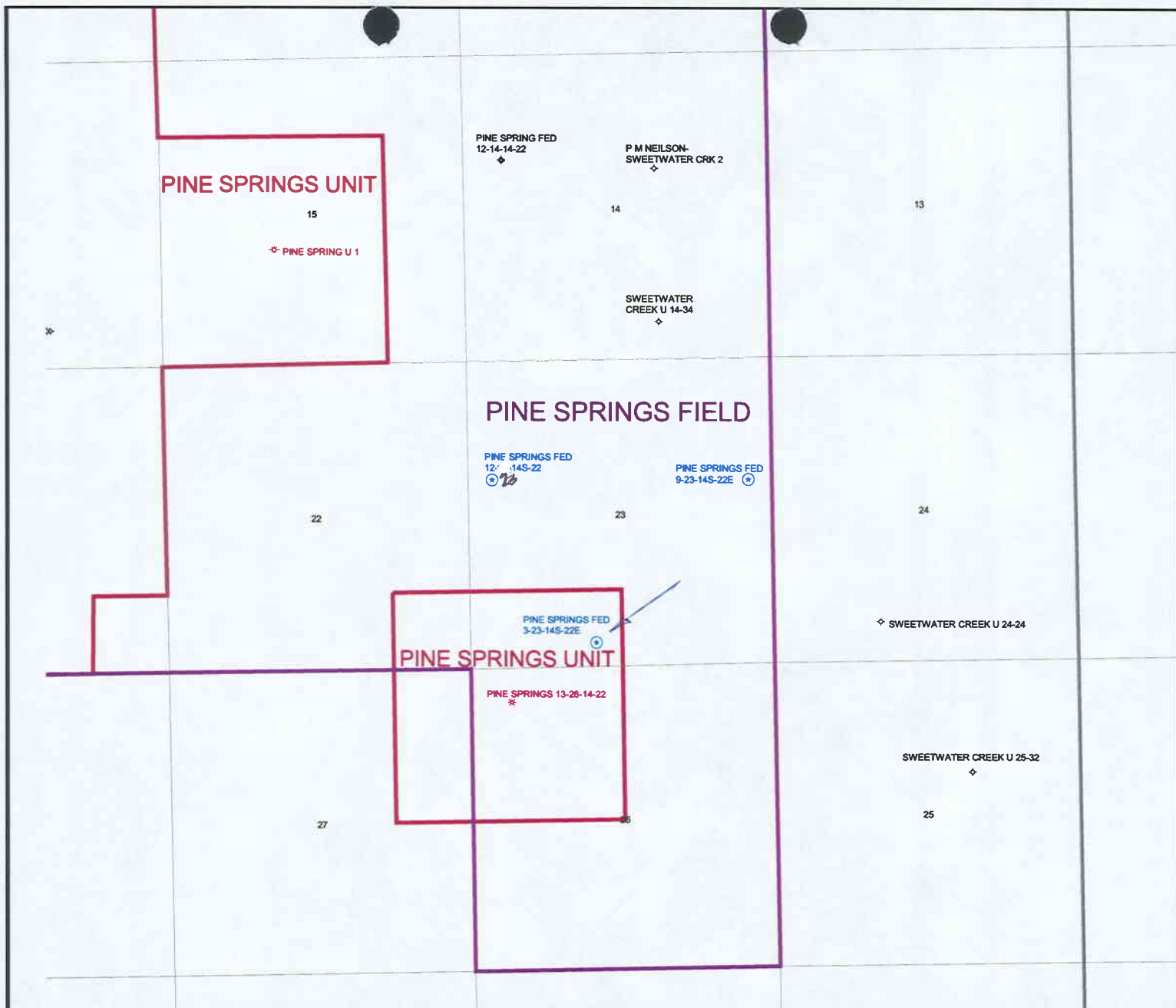
☒ Plat
☒ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. UT0604)
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
(No. 43-8496)
☒ RDCC Review (Y/N)
(Date: _____)
☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

____ R649-2-3.
Unit PINE SPRINGS
☒ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
____ R649-3-3. ~~Exception~~
____ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
____ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: 1- Federal Approved
2- Spacing Strip



OPERATOR NAME: CARBON ENERGY (N2195)

SEC. 23 T14S R22E

FIELD: PINE SPRINGS (645)

COUNTY: UINTAH SPACING: *645* ST /R649-3-2



Utah Oil Gas and Mining

Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED
- Township.shp
- Sections

Well Status

- Gas Injection
- Gas Storage
- Location Abandoned
- Location
- Plugged
- Producing Gas
- Producing Oil
- Shut-In Gas
- Shut-In Oil
- Temporarily Abandoned
- Test Well
- Water Injection
- Water Supply
- Water Disposal

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED



Prepared By: D. Mason
Date: 25-July-2002

002

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

<date>

Memorandum

To: Assistant District Manager Minerals, Vernal District
From: Michael Coulthard, Petroleum Engineer
Subject: 2002 Plan of Development Pine Springs Unit, Uintah
County, Utah.

Pursuant to email between Diana Mason, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management. The following well is planned for calendar year 2002 within the Pine Springs Unit, Uintah County, Utah.

Api Number	Well	Location
------------	------	----------

(Proposed PZ Castlegate)

43-047-34675 Pine Springs Fed 3-23-14S-22E Sec. 23, T. 14S, R. 22E 460 FSL 2175 FWL

This office has no objection to permitting the well at this time.

/s/ Michael L. Coulthard

bcc: File - Pine Springs
Division of Oil Gas and Mining
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:<date>--<date>--<date>



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

UTU6614
Well 3-23-14-22E
SESW 23, 14S, 22E

In Reply Refer To:
3106
U-04967-C et al
(UT-924)

AUG 19 2002

NOTICE

Carbon Energy Corporation (USA)
1700 Broadway, Suite 1150
Denver, Colorado 80290

Oil and Gas Leases

Name Change Recognized

Acceptable evidence has been received in this office concerning the name change of Bonneville Fuels Corporation to Carbon Energy Corporation (USA) on Federal oil and gas leases. For our purposes, the name change is recognized effective July 11, 2002, the date of acceptance by the Secretary of State of Colorado.

The oil and gas lease files identified on the enclosed exhibit have been noted as to the name change. The exhibit was compiled from a list of leases obtained from our automated records system. We have not abstracted the lease files to determine if the entity affected by the name change holds an interest in the leases identified nor have we attempted to identify leases where the entity is the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

Due to the name change, the name of the principal on the statewide oil and gas bonds BLM Bond Nos. CO0743, MT1085, NM1755, and UT0604 automatically changed by operation of law from Bonneville Fuels Corporation to Carbon Energy Corporation (USA).

If you identify additional leases affected by the name change, please contact this office and we will document the files under our jurisdiction with a copy of this notice. If the leases are under the jurisdiction of another State Office, we will notify them.

/s/ Robert Lopez

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure

Exhibit of Leases

cc: MMS-MRM, MS357B1, Box 5760, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114-5801
Teresa Thompson (UT-922)
Connie Seare (UT-924)
Joe Incardine (UT-921)
Vernal Field Office
Moab Field Office
Price Field Office
San Juan Field Office
All State Offices



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210

PO Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 telephone

(801) 359-3940 fax

(801) 538-7223 TTY

www.nr.utah.gov

Michael O. Leavitt
Governor

Robert L. Morgan
Executive Director

Lowell P. Braxton
Division Director

September 3, 2002

Carbon Energy Corporation
1700 Broadway, Suite 1150
Denver, CO 80290

Re: Pine Springs Federal 3-23-14S-22E Well, 460' FSL, 2175' FWL, SE SW, Sec. 23,
T. 14 South, R. 22 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34675.

Sincerely,

A handwritten signature in black ink, appearing to read 'John R. Baza'.

John R. Baza
Associate Director

pb

Enclosures

cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Carbon Energy Corporation
Well Name & Number Pine Springs Federal 3-23-14S-22E
API Number: 43-047-34675
Lease: UTU-006614

Location: SE SW Sec. 23 T. 14 South R. 22 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

006

Form 3160-3
(August 1999)RECEIVED
JUL 16 2002UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

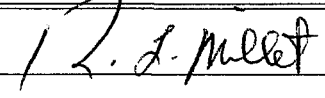
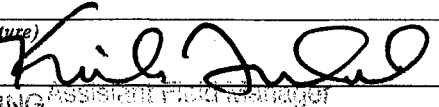
FORM APPROVED
OMB No. 1004-0136
Expires November 30, 2000

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. UTU- 6614
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator Carbon Energy Corporation (USA)		7. If Unit or CA Agreement, Name and No. Initial Mancos B PA "A"
3a. Address 1700 Broadway, Suite 1150, Denver, CO 80290	3b. Phone No. (include area code) 303-785-2604	8. Lease Name and Well No. Pine Springs Federal #3-23-14S-22E
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface 460' FSL 2175' FWL At proposed prod. zone Same as surface		9. API Well No.
14. Distance in miles and direction from nearest town or post office* 40 miles south of Ouray, Utah		10. Field and Pool, or Exploratory Pine Springs
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 460'	16. No. of Acres in lease 1904.46	11. Sec., T., R., M., or Blk. and Survey or Area Sec 23, T14S, R22E S.L.B.&M
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 3318'	19. Proposed Depth 5350'	12. County or Parish Uintah
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7146.5' GL	22. Approximate date work will start* August 15, 2002	13. State Utah
17. Spacing Unit dedicated to this well Unspaced		23. Estimated duration 10 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No 1, shall be attached to this form:

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification. |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature 	Name (Printed/Typed) Ron Millet	Date July 15, 2002
Title		
Approved by (Signature) 	Name (Printed/Typed) KIRK FLEETWOOD	Date 8/29/02
Title ACTING Assistant District Manager Mineral Resources		

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on reverse)

RECEIVED

SEP 12 2002

NOTICE OF APPROVAL

DIVISION OF
CONDITIONS OF APPROVAL ATTACHED

02 LW/206A

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Bonneville Fuels Corp.

Well Name & Number: Pine Springs Federal #3-23-14S-22E

API Number: 43-047-34675

Lease Number: U-6614

Location: SENE Sec. 23 T.14S R. 22E

Agreement: Pine Springs Unit

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

Casing Program and Auxiliary Equipment

As a minimum requirement, the cement behind the production casing must extend 200' above the top of the fresh water identified at $\pm 2376'$.

Coring, Logging and Testing Program

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

Please submit an electronic copy of all logs run on this well in LAS format. This submission will supercede the requirement for submittal of paper logs to the BLM.

Other Information

In the event after-hours approvals are necessary, you must contact one of the following individuals:

Ed Forsman (435) 828-7874
Petroleum Engineer

Kirk Fleetwood (435) 828-7875
Petroleum Engineer

BLM FAX Machine (435) 781-4410

DIVISION OF OIL, GAS AND MINING**SPUDDING INFORMATION**Name of Company: CARBON ENERGY CORP (USA)Well Name: PINE SPRINGS FED 3-23-14S-22EApi No: 43-047--34675 Lease Type: FEDERALSection 23 Township 14S Range 22E County UINTAHDrilling Contractor PATTERSON DRILLING Rig # 103**SPUDDED:**Date 09/14/02Time 4:30 PMHow ROTARY**Drilling will commence:** _____Reported by DUGAN DOUGLASTelephone # 1-435-790-2451Date 09/17/2002 Signed: CHD

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

008

ENTITY ACTION FORM

Operator: Carbon Energy Corp. (USA)
Address: 1700 Broadway, Suite 1150
city Denver
state CO zip 80290

Operator Account Number: N 2225Phone Number: (303) 863-1555**Well 1**

API Number	Well Name	QQ	Sec	Twp	Rng	County
4304734675	Pine Springs Federal 3-23-14S-22E	SESW	23	14S	22E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
A	99999	13615	9/14/2002	10-1-02		
Comments: Surface						

Well 2

API Number	Well Name	QQ	Sec	Twp	Rng	County
4304734676	Pine Springs Federal 12-23-14S-22E	SWNW	23	14S	22E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
A	99999	13616	9/20/2002	10-1-02		
Comments: Surface						

Well 3

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
Comments:						

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Doris Maly

Name (Please Print)

Signature

Engineering Technician

Title

10/1/2002

Date

(5/2000)

RECEIVED

SEP 30 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

009

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL ☐ GAS WELL ☒ OTHER _____

2. NAME OF OPERATOR:
Carbon Energy Corporation (USA)

3. ADDRESS OF OPERATOR:
1700 Broadway, CITY Denver STATE CO ZIP 80290 PHONE NUMBER: (303) 863-1555

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 460' FSL, 2175' FWL

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESW 23 14S 22E 6

STATE: UTAH

5. LEASE DESIGNATION AND SERIAL NUMBER:
UT006614

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:
Pine Springs

8. WELL NAME and NUMBER:
Pine Springs Fed. 3-23-14S-22E

9. API NUMBER:
4304734675

10. FIELD AND POOL, OR WILDCAT:
Pine Springs Mancos 'B'

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: Status
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Spud well 11:30 PM 9/13/02. Drill to 515'. 9/15/02 RU & ran 12 jts 8 5/8" 24# ST&C casing landed @ 515'. Cement w/ 200 sx 65:35 POZ followed by 200 sx CI-'C' +2% cacl2. Circ 60 sx to pit. Drill out and ahead to TD @ 6300'. TD 4:00 PM 9/25/02. Logged well. RU & ran 148 jts 11.6# M-80 LT&C casing landed @ 6256'. Cement with 350 sx Hi-fill + 16% gel, 10# Gilsonite/sx, 3% salt, mixed for 10.8#/gal. Tail w/ 310 sx Pre-mag 300 + 10% calseal, 1/4 #/sx polyflake, mixed @ 14.2#/gal. Plug down & circ 28 bbls to pit. Released drilling rig 9/27/02. WOCU 9/27/02 to 10/12/02. MIRU Ran CBL/GR/VDL log 6239' to 700'. Re-ran CBL under 1000 psi on casing. Test casing to 3000#. 10/14/02 Perforate Mancos 'B' 6096-6106; 6004-6016'. Broke dn perms with 2% KCL. Frac Mancos 'B' perms 6004-6106' with 652 bbls linear gel, 149,980# 20/40 sd & 1,514.4 mscf N2. Flow well to clean up. Ran 2 3/8" tbg & land @ 5982'. Turned well to sales line 10/29/02.

RECEIVED

NOV 15 2002

DIVISION OF
OIL, GAS AND MINING

NAME (PLEASE PRINT) Ron Millet

TITLE Drilling Manager

SIGNATURE

DATE 11/8/2002

(This space for State use only)

010

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL ☐ GAS WELL ☒ DRY ☐ OTHER _____

b. TYPE OF WORK: NEW WELL ☒ HORIZ. LATS. ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER _____

2. NAME OF OPERATOR: **Carbon Energy Corp. (USA)**

3. ADDRESS OF OPERATOR: 1700 Broadway CITY **Denver** STATE **CO** ZIP **80290** PHONE NUMBER: **(303) 863-1555**

4. LOCATION OF WELL (FOOTAGES) **W**
AT SURFACE: **460' FSL 2175' FZL**
AT TOP PRODUCING INTERVAL REPORTED BELOW: **Same**
AT TOTAL DEPTH: **Same**

5. LEASE DESIGNATION AND SERIAL NUMBER: **UT 006614**

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: _____

7. UNIT or CA AGREEMENT NAME: **Pine Springs**

8. WELL NAME and NUMBER: **Pine Springs fed 3-23-14S-22E**

9. API NUMBER: **4304734675**

10. FIELD AND POOL, OR WILDCAT: **Pine Springs Mancos 'B'**

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: **SESW 23 14S 22E 6**

12. COUNTY: **Uintah** 13. STATE: **UTAH**

14. DATE SPUDDED: **9/13/2002** 15. DATE T.D. REACHED: **9/25/2002** 16. DATE COMPLETED: **10/16/2002** ABANDONED ☐ READY TO PRODUCE ☐

17. ELEVATIONS (DF, RKB, RT, GL): **7145' DF; 7162' KB**

18. TOTAL DEPTH: MD **6,300** TVD _____ 19. PLUG BACK T.D.: MD **6,256** TVD _____ 20. IF MULTIPLE COMPLETIONS, HOW MANY? * _____

21. DEPTH BRIDGE PLUG SET: MD _____ TVD _____

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
AI/LC, CNL/GR, RFT, CBL 10-10-02 11-15-02 ML-11-15-02

23. WAS WELL CORED? NO ☒ YES ☐ (Submit analysis)
WAS DST RUN? NO ☒ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☒ YES ☐ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
12 1/4	8 5/8 J-55	24	0	515		Poz 660	151	CIR	
7 7/8	4 1/2 M80	11.6	0	6,256		HiF/G 625	423	CIR	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 3/8	5,982							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Mancos 'B'	6,004	6,106			6,004 6,016	.34	11	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)					6,096 6,106	.34	13	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
6004-6106	27,409 gal linear gel; 1,514,400 N2; 149,980 20/40 Sand

29. ENCLOSED ATTACHMENTS:

- ☒ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☐ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER: _____

30. WELL STATUS:

Producing

RECEIVED

NOV 15 2002

**DIVISION OF
OIL, GAS AND MINING**

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 10/30/2002		TEST DATE: 11/1/2002		HOURS TESTED: 24		TEST PRODUCTION RATES: <input type="checkbox"/>		OIL – BBL: 0		GAS – MCF: 390		WATER – BBL: 13		PROD. METHOD: Flow	
CHOKE SIZE: 16/64	TBG. PRESS. 410	CSG. PRESS. 520	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: <input type="checkbox"/>		OIL – BBL: 0		GAS – MCF: 390		WATER – BBL: 13		INTERVAL STATUS: open	

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: <input type="checkbox"/>	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Sold

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
Wasatch	1,404	3,002			
Mesaverde	3,002	4,602			
Upper Sego	4,602	4,845			
Lower Sego	4,845	4,891			
Buck tongue	4,891	4,986			
Castlegate	4,986	5,034			
Blackhawk	5,034	5,252			
Mancos	5,252	5,804			
Mancos 'B'	5,804				

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Ron MilletTITLE Drilling ManagerSIGNATURE R. D. MilletDATE 11/11/2002

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

RECEIVED

NOV 15 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT – for such proposals		6. Lease Designation and Serial Number
		7. Indian Allottee or Tribe Name
		8. Unit or Communitization Agreement
1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify) <u>2</u>		9. Well Name and Number <i>See Attached List</i>
2. Name of Operator <i>Carbon Energy Corporation (USA)</i> <i>N2225</i>		10. API Well Number
3. Address of Operator <i>1401 17th Street, Suite 1200, Denver, CO 80202</i>	4. Telephone Number <i>303 298-8100</i>	11. Field and Pool, or Wildcat
5. Location of Well Footage : _____ County : _____ QQ, Sec, T., R., M : <i>See Attached List</i> State : _____		
12. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		

NOTICE OF INTENT
 (Submit in Duplicate)

<input type="checkbox"/> Abandonment	<input type="checkbox"/> New Construction
<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Shoot or Acidize
<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Other _____	

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
 (Submit Original Form Only)

<input type="checkbox"/> Abandonment *	<input type="checkbox"/> New Construction
<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Shoot or Acidize
<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Other <i>Change of Operator</i>	

Date of Work Completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form.

* Must be accompanied by a cement verification report.

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Effective January 1, 2004 Carbon Energy Corporation (USA) transferred operations to Evergreen Operating Corporation for the wells indicated on the attached list.

Change of Operator TO:

Name & Signature for Evergreen *Scott Zimmerman* *Scott Zimmerman* Title VP Operations & Engineering Date: *N2545*

14. I hereby certify that the foregoing is true and correct.

Change of Operator FR:

Name & Signature for Carbon *Todd S. McDonald* *Todd S. McDonald* Title VP Explor. & Prod. Date *01/08/04*

(State Use Only)

RECEIVED
JAN 20 2004
 DIV. OF OIL, GAS & MINING

Attachment to Form 9							
Wells to have Change of Operator Made - State of Utah							
Carbon Energy Corporation (USA) to Evergreen Operating Corporation							
API Number	Well Name	Footage	Sec	Twp	Rge	Field	County
4304730746	STATE 11-2-15-22	1935' FWL, 1975' FNL	2	15S	22E	Wildcat	Uintah
4304731135	STATE 8-2-15-22	1896' FSL, 625' FEL	2	15S	22E	Wildcat	Uintah
4304731348	FEDERAL 12-18-14-22	566 FWL 2305 FNL	18	14S	22E	Pine Springs	Uintah
4304731074	PINE SPRINGS 13-26-14-22	676 FWL 650 FNL	26	14S	22E	Pine Springs	Uintah
4304731074	PINE SPRINGS 13-26-14-22	676 FWL 650 FNL	26	14S	22E	Pine Springs	Uintah
4304730582	TRAPP SPRINGS 4-25-14-23	717 FWL 695 FSL	25	14S	23E	Main Canyon	Uintah
4304730944	MAIN CANYON 8-36-14-23	2018' FSL, 597' FEL	36	14S	23E	Main Canyon	Uintah
4304730248	BLACK HORSE 2 (1-29-15-24)	555' FEL, 528' FSL	29	15S	24E	Wildcat	Uintah
4304730674	MAIN CANYON 15-8-15-23	1058 FNL 2348 FEL	8	15S	23E	Main Canyon	Uintah
4304730735	MAIN CANYON 2-8-15-23	827 FSL 1715 FEL	8	15S	23E	Main Canyon	Uintah
4304730736	MAIN CANYON 7-17-15-23	1605 FEL 1941 FSL	17	15S	23E	Main Canyon	Uintah
4304730977	MAIN CANYON 8-7-15-32	1827' FSL, 649' FEL	7	15S	23E	Main Canyon	Uintah
4304731043	MAIN CANYON 4-4-15-23	376 FWL 923 FSL	4	15S	23E	Main Canyon	Uintah
4304730639	MAIN CANYON 11-10-15-23	1623 FWL 2288 FNL	10	15S	23E	Main Canyon	Uintah
4304731073	MAIN CANYON 6-8-15-23	1969' FWL, 1978' FSL	8	15S	23E	Main Canyon	Uintah
4304731111	MAIN CANYON 16-4-15-23	1980' FWL, 1977' FSL	4	15S	23E	Main Canyon	Uintah
4301930136	ANDERSON FED 2	1159 FSL, 1462 FWL	12	16S	24E	East Canyon	Grand
4301930955	FEDERAL 24-1	726 FNL 2165 FEL	24	16S	24E	East Canyon	Grand
4304730284	PINE SPRING UNIT 1	1982 FWL 1980 FSL	15	14S	22E	Pine Springs	Uintah
4304730331	DRY BURN U 1	1447' FSL, 1389' FEL	29	13S	25E	Wildcat	Uintah
4304730619	CROOKED CANYON 13-17-14-23	683' FWL, 537' FNL	17	14S	23E	Wildcat	Uintah
4304731040	SWEETWATER 6-13-14-24	1855' FWL, 2206' FSL	13	14S	24E	Sweetwater	Uintah
4304730460	SWEETWATER CANYON 1	718' FWL, 2132' FNL	14	14S	24E	Sweetwater	Uintah
4304730622	WOLF UNIT 3-11-15-21	1909' FWL, 994' FSL	11	15S	21E	Wolfpoint	Uintah
4304731104	BLACK HORSE 12-8-15-24	612' FWL, 1934' FNL	8	15S	24E	Wildcat	Uintah
4304731045	BLACK HORSE 14-15-15-24	2156' FWL, 772' FNL	15	15S	24E	Wildcat	Uintah
4304731137	FEDERAL 5-13-15-21	1976 FSL 661 FWL	13	15S	21E	Wolfpoint	Uintah
4304731027	FEDERAL 6-14-15-21	1980' FWL, 1977' FSL	14	15S	21E	Wolfpoint	Uintah
4304731071	FEDERAL 7-15-15-21	1817' FSL, 1657' FEL	15	15S	21E	Wolfpoint	Uintah
4304731091	FEDERAL 2-18-15-22	1927' FEL, 687' FSL	18	15S	22E	Wolfpoint	Uintah
4304730975	TRAPP SPRINGS 1-25-14-23	456' FSL, 1198' FEL	25	14S	23E	Main Canyon	Uintah
4304731041	TRAPP SPRINGS 16-25-14-23	838' FNL, 800' FEL	25	14S	23E	Main Canyon	Uintah
4304731003	TRAPP SPRINGS 3-26-14-23	1058' FLS, 1627' FWL	26	14S	23E	Main Canyon	Uintah
4304730791	TRAPP SPRINGS 6-35-14-23	2610 FWL 1500 FSL	35	14S	23E	Wildcat	Uintah
4304731042	PINE SPRINGS 7-21-14-22	2410 FEL 2210 FSL	21	14S	22E	Pine Springs	Uintah
4304731063	PINE SPRINGS 8-20-14-22	2039 FSL 689 FEL	20	14S	22E	Pine Springs	Uintah
4304731072	MAIN CANYON 6-3-15-23	2107' FWL, 2153' FSL	3	15S	23E	Main Canyon	Uintah
4304731077	FEDERAL 1-34	1797 FSL 800 FEL	34	16S	24E	Bryson Canyon	Grand
4301931078	FEDERAL 2-34	905 FSL 1533 FWL	34	16S	24E	Bryson Canyon	Grand
4304730332	FEDERAL 10-23-14S-24E (1-L-23)	1322' FNL, 1815' FEL	23	14S	24E	Sweetwater	Uintah
4304730325	RAT HOLE CANYON 1	2156' FSL, 1993' FEL	8	14S	25E	Wildcat	Uintah
4304731096	PINE SPRINGS 9-12-14-21	1848 FNL 686 FEL	12	14S	21E	Pine Springs	Uintah
4304734675	PINE SPRINGS 3-23-14-22	460' FSL 2175' FWL	23	14S	22E	Pine Springs	Uintah
4304734676	PINE SPRINGS 12-23-14-22	2052' FNL 462' FWL	23	14S	22E	Pine Springs	Uintah
4304734941	BONANZA FED 15-27-10-25	475' FNL, 1790'	27	10S	25E	Wildcat	Uintah
4304734674	PINE SPRINGS 9-23-14-22	2129' FNL 375' FEL	23	14S	22E	Pine Springs	Uintah

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH

2. CDW

3. FILE

011

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:

1/1/2004

FROM: (Old Operator):

N2225-Carbon Energy Corporation (USA)

1401 17th St, Suite 1200

Denver, CO 80202

Phone: 1-(303) 298-8100

TO: (New Operator):

N2545-Evergreen Operating Corp.

1401 17th Street, Suite 1200

Denver, CO 80202

Phone: 1-(303) 298-8100

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
WOLF UNIT 3-11-15-21	11	150S	210E	4304730622	8065	Federal	GW	S
FEDERAL 5-13-15-21	13	150S	210E	4304731137	8071	Federal	GW	S
FEDERAL 6-14-15-21	14	150S	210E	4304731027	8072	Federal	GW	S
FEDERAL 7-15-15-21	15	150S	210E	4304731071	8073	Federal	GW	S
FEDERAL 2-18-15-22	18	150S	220E	4304731091	8077	Federal	GW	S
MAIN CYN 6-3-15-23	03	150S	230E	4304731072	8245	Federal	GW	P
MAIN CYN 4-4-15-23	04	150S	230E	4304731043	11602	Federal	GW	P
MAIN CYN 16-4-15-23	04	150S	230E	4304731111	11608	Federal	GW	P
MAIN CYN 8-7-15-23	07	150S	230E	4304730977	11601	Federal	GW	P
MAIN CYN 15-8-15-23	08	150S	230E	4304730674	11598	Federal	GW	P
MAIN CYN 2-8-15-23	08	150S	230E	4304730735	11599	Federal	GW	P
MAIN CYN 6-8-15-23	08	150S	230E	4304731073	11606	Federal	GW	S
MAIN CYN 11-10-15-23	10	150S	230E	4304730639	11605	Federal	GW	P
MAIN CYN 7-17-15-23	17	150S	230E	4304730736	11600	Federal	GW	P
BLACK HORSE 12-8-15-24	08	150S	240E	4304731104	8070	Federal	GW	S
BLACK HORSE 14-15-15-24	15	150S	240E	4304731045	8070	Federal	GW	S
BLACK HORSE 2	29	150S	240E	4304730248	10897	Federal	GW	S
ANDERSON FED 2	12	160S	240E	4301930136	583	Federal	GW	P
FEDERAL 24-1	24	160S	240E	4301930955	588	Federal	GW	S
FEDERAL 1-34	34	160S	240E	4301931077	9280	Federal	GW	P
FEDERAL 2-34	34	160S	240E	4301931078	9285	Federal	GW	P
PINE SPRINGS FED 3-23-14S-22E	23	140S	220E	4304734675	10773	Federal	GW	P

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 1/22/20042. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 1/22/20043. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 12/29/20034. Is the new operator registered in the State of Utah: YES Business Number: 5531527-0143

5. If NO, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on:

In Place

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM BIA

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 1/28/2004
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 1/28/2004
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A
5. Injection Projects to new operator in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: RLB0006732

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: RLB0006705

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: n/a

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number n/a
2. The FORMER operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The FORMER operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Pioneer Natural Resources USA, Inc. <i>N5155</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 5205 N. O'Connor Blvd CITY Irving STATE TX ZIP 75039		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: _____ QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: UTAH		8. WELL NAME and NUMBER: See Attached List
PHONE NUMBER: (972) 444-9001		9. API NUMBER:
		10. FIELD AND POOL, OR WILDCAT:

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____ <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

1. Operator change due to the merger between Pioneer Natural Resources USA, Inc and Evergreen Resources Inc., effective September 28, 2004.
2. See list attached for all wells currently operated under the name of Evergreen Operating (subsidiary of Evergreen Resources) as listed on the DOGM database on October 15, 2004.
3. Operator will now be Pioneer Natural Resources USA, Inc. Local operation address info and contacts under separate cover.
4. Surety Bond #104319462 (replaces RLB 0006706) attached
5. Copy of Oil & Gas Geothermal Lease Bond - BLM #104091293 attached

Name: Dennis R. Carlton

Title: Executive Vice President, Evergreen Operating Corp. *N2545*

Signature: *DR Carlton*

Date: *10/18/04*

NAME (PLEASE PRINT) Jay Still

TITLE Vice President, Western Division, Pioneer Natural Resources USA Inc.

SIGNATURE *Jay Still*

DATE *10/19/04*

(This space for State use only)

APPROVED *10/28/04*

Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(5/2000)

(See Instructions on Reverse Side)

RECEIVED

OCT 21 2004

DIV. OF OIL, GAS & MINING

EVERGREEN TO PIONEER NATURAL RESOURCES USA, INC. MERGER
WELL LIST 10/15/04

API Well Number	Operator	Well Name	Well Type	Well Status	Field Name	County Name	Location (Twn-Rng)	Sect	Twps	Twps	RngN	RngD	Qtr/Qtr
43-007-30122-00-00	EVERGREEN OPERATING CORP	SHIMMIN TRUST 5	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	14	12	S	10	E	NWNE
43-007-30137-00-00	EVERGREEN OPERATING CORP	HUBER-FEDERAL 7-9	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	9	12	S	10	E	SWNE
43-007-30138-00-00	EVERGREEN OPERATING CORP	HUBER-FRANDSEN 4-15	Gas Well	Plugged and Abandoned	CASTLEGATE	CARBON	12S-10E	15	12	S	10	E	NWNW
43-007-30140-00-00	EVERGREEN OPERATING CORP	HUBER-FED 6-8	Gas Well	Plugged and Abandoned	CASTLEGATE	CARBON	12S-10E	8	12	S	10	E	SENW
43-007-30159-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 9-10	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	NESE
43-007-30162-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 5-10	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	SWNW
43-007-30163-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 16-9	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	9	12	S	10	E	SESE
43-007-30164-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 11-10	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	NESW
43-007-30166-00-00	EVERGREEN OPERATING CORP	SHIMMIN TRUST 11-11	Gas Well	Spudded (Drilling commenced: Not yet completed)	CASTLEGATE	CARBON	12S-10E	11	12	S	10	E	NESW
43-007-30169-00-00	EVERGREEN OPERATING CORP	SHIMMIN TRUST 14-12	Gas Well	Plugged and Abandoned	CASTLEGATE	CARBON	12S-10E	12	12	S	10	E	SESW
43-007-30589-00-00	EVERGREEN OPERATING CORP	HUBER-STATE 1-16	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	16	12	S	10	E	NWNE
43-007-30596-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-10	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	NWSW
43-007-30640-00-00	EVERGREEN OPERATING CORP	HUBER-SHIMMIN TRUST 3-14	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	14	12	S	10	E	SENE
43-007-30659-00-00	EVERGREEN OPERATING CORP	HUBER-SHIMMIN TRUST 2-11	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	11	12	S	10	E	SESE
43-007-30662-00-00	EVERGREEN OPERATING CORP	HUBER-SHIMMIN TRUST 4-14	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	14	12	S	10	E	SENW
43-007-30666-00-00	EVERGREEN OPERATING CORP	HUBER-ST 4-11	Gas Well	Location Abandoned	CASTLEGATE	CARBON	12S-10E	11	12	S	10	E	SE
43-007-30673-00-00	EVERGREEN OPERATING CORP	HUBER-SHIMMIN TRUST 1-11	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	11	12	S	10	E	SE
43-007-30674-00-00	EVERGREEN OPERATING CORP	HUBER-SHIMMIN TRUST 1-12	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	12	12	S	10	E	NWSW
43-007-30675-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 2-10	Gas Well	Spudded (Drilling commenced: Not yet completed)	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	NESE
43-007-30700-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 3-10	Gas Well	Location Abandoned	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	OWNE
43-007-30717-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-9	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	9	12	S	10	E	NWSW
43-007-30718-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-18	Gas Well	Spudded (Drilling commenced: Not yet completed)	CASTLEGATE	CARBON	12S-10E	18	12	S	10	E	NESE
43-007-30733-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-4	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	4	12	S	10	E	SWSE
43-007-30734-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 2-8	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	8	12	S	10	E	NENE
43-007-30735-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 2-9	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	9	12	S	10	E	NENW
43-007-30736-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-15	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	15	12	S	10	E	SWNE
43-007-30764-00-00	EVERGREEN OPERATING CORP	HUBER-J/F 2-17	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	17	12	S	10	E	NENW
43-007-30768-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-8	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	8	12	S	10	E	NESE
43-007-30769-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 1-17	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	17	12	S	10	E	NENE
43-007-30783-00-00	EVERGREEN OPERATING CORP	HUBER-ST 2-16	Gas Well	Approved permit (APD); not yet spudded	CASTLEGATE	CARBON	12S-10E	16	12	S	10	E	NWSE
43-007-30784-00-00	EVERGREEN OPERATING CORP	HUBER-ST 3-16	Gas Well	Approved permit (APD); not yet spudded	CASTLEGATE	CARBON	12S-10E	16	12	S	10	E	SESW
43-007-30785-00-00	EVERGREEN OPERATING CORP	HUBER-ST 4-16	Gas Well	Producing	CASTLEGATE	CARBON	12S-10E	16	12	S	10	E	SE
43-007-30787-00-00	EVERGREEN OPERATING CORP	H-M FED 2-14	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	14	12	S	10	E	NES
43-007-30810-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 2-5	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	5	12	S	10	E	NESW
43-007-30858-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 4-17	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	17	12	S	10	E	NESE
43-007-30859-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 2-18	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	18	12	S	10	E	NENE
43-007-30860-00-00	EVERGREEN OPERATING CORP	HUBER-JENSEN 4-8	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	8	12	S	10	E	NWSW

EVERGREEN TO PIONEER NATURAL RESOURCES USA, INC. MERGER
WELL LIST 10/15/04

API Well Number	Operator	Well Name	Well Type	Well Status	Field Name	County Name	Location (Twn-Rng)	Sect	Twpr	Twpr	RngN	RngD	Qtr/Qtr
43-007-30947-00-00	EVERGREEN OPERATING CORP	HUBER-FRANSEN/FED 4-15	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	15	12	S	10	E	NWNW
43-007-30961-00-00	EVERGREEN OPERATING CORP	STATE 11-16	Gas Well	Spudded (Drilling commenced: Not yet completed)	CASTLEGATE	CARBON	12S-10E	16	12	S	10	E	NWNW
43-007-30962-00-00	EVERGREEN OPERATING CORP	SHIMMIN 11-14	Gas Well	Spudded (Drilling commenced: Not yet completed)	CASTLEGATE	CARBON	12S-10E	14	12	S	10	E	NWNW
43-007-30786	EVERGREEN OPERATING CORP	Jensen 7-15 Deep	Gas Well	Active	WILDCAT	CARBON	12S-10E	15	12	S	10	E	SWNE
43-007-30977-00-00	EVERGREEN OPERATING CORP	JENSEN 24-4	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	4	12	S	10	E	SESW
43-007-30978-00-00	EVERGREEN OPERATING CORP	JENSEN 34-5	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	5	12	S	10	E	SWSE
43-007-30980-00-00	EVERGREEN OPERATING CORP	JENSEN 41-9	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	9	12	S	10	E	NENE
43-007-30981-00-00	EVERGREEN OPERATING CORP	JENSEN 34-10	Gas Well	New Permit (Not yet approved or drilled)	CASTLEGATE	CARBON	12S-10E	10	12	S	10	E	SWSE
43-013-32308-00-00	EVERGREEN OPERATING CORP	HUBER-ST 1-35	Water Disposal Well	Active	CASTLEGATE	DUCHESNE	11S-10E	35	11	S	10	E	S
43-013-32317-00-00	EVERGREEN OPERATING CORP	HUBER-STATE 1-27	Gas Well	New Permit (Not yet approved or drilled)	WILDCAT	DUCHESNE	11S-10E	27	11	S	10	E	SWSE
43-017-30494-00-00	EVERGREEN OIL CORP	POISON SPRINGS U 1 USA	Oil Well	Plugged and Abandoned	WILDCAT	GARFIELD	14S-12E	24	01	S	12	E	NESE
43-017-30102-00-00	EVERGREEN OIL CORP	POISON SPRINGS U 2 USA	Oil Well	Plugged and Abandoned	WILDCAT	GARFIELD	14S-12E	4	01	S	12	E	NENE
43-019-30136-00-00	EVERGREEN OPERATING CORP	ANDERSON FED 2	Gas Well	Producing	EAST CANYON	GRAND	16S-24E	12	16	S	24	E	SWSW
43-019-30955-00-00	EVERGREEN OPERATING CORP	FEDERAL 24-1	Gas Well	Shut-In	EAST CANYON	GRAND	16S-24E	24	16	S	24	E	NWNE
43-019-31077-00-00	EVERGREEN OPERATING CORP	FEDERAL 1-34	Gas Well	Producing	BRYSON CANYON	GRAND	16S-24E	34	16	S	24	E	NESE
43-019-31078-00-00	EVERGREEN OPERATING CORP	FEDERAL 2-34	Gas Well	Producing	BRYSON CANYON	GRAND	16S-24E	34	16	S	24	E	SESW
43-047-30248-00-00	EVERGREEN OPERATING CORP	BLACK HORSE 2	Gas Well	Shut-In	BLACK HORSE CYN	UINTAH	15S-24E	29	15	S	24	E	SESE
43-047-30284-00-00	EVERGREEN OPERATING CORP	PINE SPRING U 1	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-22E	15	14	S	22	E	NESW
43-047-30325-00-00	EVERGREEN OPERATING CORP	RAT HOLE CYN 1	Gas Well	Shut-In	RAT HOLE CANYON	UINTAH	14S-25E	8	14	S	25	E	NWSE
43-047-30331-00-00	EVERGREEN OPERATING CORP	DRY BURN U 1	Gas Well	Shut-In	DRY BURN	UINTAH	13S-25E	29	13	S	25	E	NWSE
43-047-30332-00-00	EVERGREEN OPERATING CORP	1-L-23	Gas Well	Shut-In	SWEETWATER CYN	UINTAH	14S-24E	23	14	S	24	E	SWNE
43-047-30460-00-00	EVERGREEN OPERATING CORP	SWEETWATER CYN 1	Gas Well	Shut-In	SWEETWATER CYN	UINTAH	14S-24E	14	14	S	24	E	SWNW
43-047-30582-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 4-25-14-23	Gas Well	Producing	MAIN CANYON	UINTAH	14S-23E	25	14	S	23	E	SWSW
43-047-30619-00-00	EVERGREEN OPERATING CORP	CROOKED CYN 13-17-14-23	Gas Well	Producing	CROOKED CANYON	UINTAH	14S-23E	17	14	S	23	E	NWNW
43-047-30622-00-00	EVERGREEN OPERATING CORP	WOLF UNIT 3-11-15-21	Gas Well	Shut-In	WOLF POINT	UINTAH	15S-21E	11	15	S	21	E	SESW
43-047-30639-00-00	EVERGREEN OPERATING CORP	MAIN CYN 11-10-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	10	15	S	23	E	SENW
43-047-30674-00-00	EVERGREEN OPERATING CORP	MAIN CYN 15-8-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	8	15	S	23	E	NWNE
43-047-30735-00-00	EVERGREEN OPERATING CORP	MAIN CYN 2-8-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	8	15	S	23	E	SWSE
43-047-30736-00-00	EVERGREEN OPERATING CORP	MAIN CYN 7-17-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	17	15	S	23	E	NWSE
43-047-30746-00-00	EVERGREEN OPERATING CORP	STATE 11-2-15-22	Gas Well	Plugged and Abandoned	MAIN CANYON	UINTAH	15S-22E	2	15	S	22	E	SENW
43-047-30791-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 6-35-14-23	Gas Well	Producing	MAIN CANYON	UINTAH	14S-23E	35	14	S	23	E	NE
43-047-30944-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 8-36-14-23	Gas Well	Producing	MAIN CANYON	UINTAH	14S-23E	36	14	S	23	E	NE
43-047-30975-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 1-25-14-23	Gas Well	Producing	MAIN CANYON	UINTAH	14S-23E	25	14	S	23	E	SESE
43-047-30977-00-00	EVERGREEN OPERATING CORP	MAIN CYN 8-7-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	7	15	S	23	E	NESE
43-047-31003-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 3-26-14-23	Gas Well	Shut-In	MAIN CANYON	UINTAH	14S-23E	26	14	S	23	E	SESW
43-047-31027-00-00	EVERGREEN OPERATING CORP	FEDERAL 6-14-15-21	Gas Well	Shut-In	WOLF POINT	UINTAH	15S-21E	14	15	S	21	E	NESW
43-047-31040-00-00	EVERGREEN OPERATING CORP	SWEETWATER 6-13-14-24	Gas Well	Shut-In	SWEETWATER CYN	UINTAH	14S-24E	13	14	S	24	E	NESW
43-047-31041-00-00	EVERGREEN OPERATING CORP	TRAPP SPRINGS 16-25-14-23	Gas Well	Producing	MAIN CANYON	UINTAH	14S-23E	25	14	S	23	E	NENE
43-047-31042-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS 7-21-14-22	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-22E	21	14	S	22	E	NWSE
43-047-31043-00-00	EVERGREEN OPERATING CORP	MAIN CYN 4-4-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	4	15	S	23	E	SWSW
43-047-31045-00-00	EVERGREEN OPERATING CORP	BLACK HORSE 14-15-15-24	Gas Well	Shut-In	SOUTH CANYON	UINTAH	15S-24E	15	15	S	24	E	NENW
43-047-31063-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS 8-20-14-22	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-22E	20	14	S	22	E	NESE

EVERGREEN TO PIONEER NATURAL RESOURCES USA, INC. MERGER
WELL LIST 10/15/04

API Well Number	Operator	Well Name	Well Type	Well Status	Field Name	County Name	Location (Twn-Rng)	Sect	Twpr	Twpr	RngN	RngD	Qtr/Qtr
43-047-31071-00-00	EVERGREEN OPERATING CORP	FEDERAL 7-15-15-21	Gas Well	Shut-In	WOLF POINT	UINTAH	15S-21E	15	15	S	21	E	NWSE
43-047-31072-00-00	EVERGREEN OPERATING CORP	MAIN CYN 6-3-15-23	Gas Well	Shut-In	MAIN CANYON	UINTAH	15S-23E	3	15	S	23	E	NESW
43-047-31073-00-00	EVERGREEN OPERATING CORP	MAIN CYN 6-8-15-23	Gas Well	Producing	MAIN CANYON	UINTAH	15S-23E	8	15	S	23	E	NESW
43-047-31074-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS 13-26-14-22	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-22E	26	14	S	22	E	NWNW
43-047-31091-00-00	EVERGREEN OPERATING CORP	FEDERAL 2-18-15-22	Gas Well	Shut-In	WOLF POINT	UINTAH	15S-22E	18	15	S	22	E	SWSE
43-047-31096-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS 9-12-14-21	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-21E	12	14	S	21	E	SENE
43-047-31104-00-00	EVERGREEN OPERATING CORP	BLACK HORSE 12-8-15-24	Gas Well	Shut-In	SOUTH CANYON	UINTAH	15S-24E	8	15	S	24	E	SWNW
43-047-31111-00-00	EVERGREEN OPERATING CORP	MAIN CYN 16-4-15-23	Gas Well	Shut-In	MAIN CANYON	UINTAH	15S-23E	4	15	S	23	E	NENE
43-047-31134-00-00	EVERGREEN OPERATING CORP	FED ENI 7-1	Gas Well	Producing	DAVIS CANYON	UINTAH	13S-26E	7	13	S	26	E	NENE
43-047-31135-00-00	EVERGREEN OPERATING CORP	STATE 8-2-15-22	Gas Well	Shut-In	MAIN CANYON	UINTAH	15S-22E	2	15	S	22	E	NESE
43-047-31137-00-00	EVERGREEN OPERATING CORP	FEDERAL 5-13-15-21	Gas Well	Shut-In	WOLF POINT	UINTAH	15S-21E	13	15	S	21	E	NWSW
43-047-31348-00-00	EVERGREEN OPERATING CORP	FEDERAL 12-18-14-22	Gas Well	Shut-In	PINE SPRINGS	UINTAH	14S-22E	18	14	S	22	E	SWNW
43-047-34674-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS FED 9-23-14S-22E	Gas Well	Location Abandoned	PINE SPRINGS	UINTAH	14S-22E	23	14	S	22	E	SENE
43-047-34675-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS FED 3-23-14S-22E	Gas Well	Producing	PINE SPRINGS	UINTAH	14S-22E	23	14	S	22	E	SESW
43-047-34676-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS FED 12-23-14S-22E	Gas Well	Temporarily-Abandoned	PINE SPRINGS	UINTAH	14S-22E	23	14	S	22	E	SWNW
43-047-34941-00-00	EVERGREEN OPERATING CORP	BONANZA FED 15-27-10-25	Gas Well	Producing	UNDESIGNATED	UINTAH	10S-25E	27	10	S	25	E	NWNE
43-047-35555-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS ST 6-36-14-22	Gas Well	Spudded (Drilling commenced; Not yet completed)	UNDESIGNATED	UINTAH	14S-22E	36	14	S	22	E	NWNE
43-047-35556-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS FED 4-22-14-22	Gas Well	Approved permit (APD); not yet spudded	PINE SPRINGS	UINTAH	14S-22E	22	14	S	22	E	SWSW
43-047-35566-00-00	EVERGREEN OPERATING CORP	PINE SPRINGS FED 15-21-14-22	Gas Well	Approved permit (APD); not yet spudded	PINE SPRINGS	UINTAH	14S-22E	21	14	S	22	E	NWNE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: not yet

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: _____

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: _____

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 10/28/2004
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 10/28/2004
3. Bond information entered in RBDMS on: 10/28/2004
4. Fee/State wells attached to bond in RBDMS on: 10/28/2004
5. Injection Projects to new operator in RBDMS on: 10/28/2004
6. Receipt of Acceptance of Drilling Procedures for APD/New on: ***

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 104091293

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: n/a

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number 104319462
2. The FORMER operator has requested a release of liability from their bond on: 10/21/2004
The Division sent response by letter on: 10/28/2004

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The FORMER operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 11/1/2004

COMMENTS:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL ☐ GAS WELL ☒ OTHER _____

2. NAME OF OPERATOR:
Pioneer Natural Resources USA, Inc.

3. ADDRESS OF OPERATOR:
1401 17th Street - Ste 1200 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 675-2663

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 23 Ks 22e

5. LEASE DESIGNATION AND SERIAL NUMBER:

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

Pine Springs

9. API NUMBER:

4304734675

10. FIELD AND POOL, OR WILDCAT:

COUNTY: Grand & Uintah

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 9/20/2007	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: Shut In
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

The attached wells were verbally approved by the appropriate BLM offices to Shut in due to uneconomical market conditions - conditions are expected to be improved within 90 days and Pioneer will turn the wells back on at that time.

NAME (PLEASE PRINT) Joy A. Ziegler

TITLE Senior Engineering Tech

SIGNATURE

DATE 10/1/2007

(This space for State use only)

RECEIVED

OCT 04 2007

DIV. OF OIL, GAS & MINING

Pioneer Natural Resources USA, Inc.				
Subsequent Report of Shut In on Federal Wells				
Attachment to Form 9				
October 1, 2007				
<u>Well Name & Number</u>	<u>API No.</u>	<u>Field Name</u>	<u>Q/Q S/T/R</u>	<u>Lease No.</u>
Bryson Canyon Federal 2-34-16S-24E	43-019-31077	Bryson Canyon	SESW 34-16S-24E	UTU 52030
Bryson Canyon Federal 1-34-16S-24E	43-019-31078	Bryson Canyon	NESE 34-16S-24E	UTU 52030
Anderson Federal 2-12-16S-24E	43-019-30136	East Canyon	SWSW 12-16S-24E	U04967C
Wolf Point Federal 5-13-15S-21E	43-047-31137	Wolf Point	NWSW 13-15S-21E	U30112
Wolf Point Federal 6-14-15S-21E	43-047-31027	Wolf Point	NESW 14-15S-21E	U10173
Wolf Point Federal 7-15-15S-21E	43-047-31071	Wolf Point	NWSE 15-15S-21E	U6618
Federal 3-11-15S-21E	43-047-30622	Wolf Point	SESW 11-15S-21E	U6618
Main Canyon 11-10-15S-23E	43-047-30639	Main Canyon	SENW 10-15S-23E	U8361
Main Canyon 15-8-15S-23E	43-047-30674	Main Canyon	NWNE 8-15S-23E	U9211
Main Canyon 16-4-15S-23E	43-047-31111	Main Canyon	NENE 4-15S-23E	U8361
Main Canyon 2-8-15S-23E	43-047-30735	Main Canyon	SWSE 8-15S-23E	U9211
Main Canyon 4-4-15S-23E	43-047-31043	Main Canyon	SWSW 4-15S-23E	U8361
Main Canyon 6-8-15S-23E	43-047-31073	Main Canyon	NESW 8-15S-23E	U9211
Main Canyon 7-17-15S-23E	43-047-30736	Main Canyon	NWSE 17-15S-23E	U8359
Federal 13-17-14S-23E	43-047-30619	Crooked Canyon	NWNW 17-14S-23E	UTU6613
Trapp Springs 16-25-14S-23E	43-047-31041	Main Canyon	NENE 25-14S-23E	U38073
Trapp Springs 8-36-14S-23E	43-047-30944	Main Canyon	NESE 36-14S-23E	ML18667
Trapp Springs 4-25-14S-23E	43-047-30582	Main Canyon	SWSW 25-14S-23E	U38073
Trapp Springs 6-35-14S-23E	43-047-30791	Main Canyon	NESW 35-14S-23E	U35272
Pine Springs 13-26-14S-22E	43-047-31074	Main Canyon	NWNW 26-14S-22E	U27413
Pine Springs 3-23-14S-22E	43-047-34675	Main Canyon	SESW 23-14S-22E	UTU006614
Pine Springs 7-21-14S-22E	43-047-31042	Main Canyon	NWSE 21-14S-22E	U10199
Pine Springs 8-20-14S-22E	43-047-31063	Pine Springs	NESE 20-14S-22E	U10199
Pine Springs 9-12-14S-21E	43-047-31096	Pine Springs	SENE 12-14S-21E	U10272

RECEIVED

OCT 04 2007

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

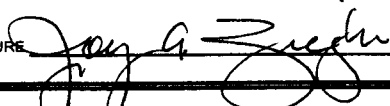
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Pioneer Natural Resources USA, Inc.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1401 17th Street - Ste 1200 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (303) 675-2663		8. WELL NAME and NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE:		9. API NUMBER: 43-047-34675
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT: 23 Ks 72e COUNTY: Grand & Uintah
		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: Monthly Shut In Status October 2007
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

The attached is a list of wells that remained shut-in during the month of October 2007 due to economical market conditions.

NAME (PLEASE PRINT) Joy A. Ziegler	TITLE Senior Engineering Tech
SIGNATURE 	DATE 11/2/2007

(This space for State use only)

Pioneer Natural Resources USA, Inc.				
Subsequent Report of Shut In on Federal Wells				
Shut-In The Month Of October 2007				
Attachment to Form 9				
Date of Report: November 2, 2007				
Well Name & Number	API No.	Field Name	Q/Q S/T/R	Lease No.
Bryson Canyon Federal 2-34-16S-24E	43-019-31077	Bryson Canyon	SESW 34-16S-24E	UTU 52030
Bryson Canyon Federal 1-34-16S-24E	43-019-31078	Bryson Canyon	NESE 34-16S-24E	UTU 52030
Anderson Federal 2-12-16S-24E	43-019-30136	East Canyon	SWSW 12-16S-24E	U04967C
Wolf Point Federal 5-13-15S-21E	43-047-31137	Wolf Point	NWSW 13-15S-21E	U30112
Wolf Point Federal 6-14-15S-21E	43-047-31027	Wolf Point	NESW 14-15S-21E	U10173
Wolf Point Federal 7-15-15S-21E	43-047-31071	Wolf Point	NWSE 15-15S-21E	U6618
Federal 3-11-15S-21E	43-047-30622	Wolf Point	SESW 11-15S-21E	U6618
Main Canyon 11-10-15S-23E	43-047-30639	Main Canyon	SESW 10-15S-23E	U8361
Main Canyon 15-8-15S-23E	43-047-30674	Main Canyon	NWNE 8-15S-23E	U9211
Main Canyon 16-4-15S-23E	43-047-31111	Main Canyon	NENE 4-15S-23E	U8361
Main Canyon 2-8-15S-23E	43-047-30735	Main Canyon	SWSE 8-15S-23E	U9211
Main Canyon 4-4-15S-23E	43-047-31043	Main Canyon	SWSW 4-15S-23E	U8361
Main Canyon 6-8-15S-23E	43-047-31073	Main Canyon	NESW 8-15S-23E	U9211
Main Canyon 7-17-15S-23E	43-047-30736	Main Canyon	NWSE 17-15S-23E	U8359
Main Canyon Fed 23-7-15-23E	43-047-37705	Main Canyon	NESW 7-15S-23E	U9211
Federal 13-17-14S-23E	43-047-30619	Crooked Canyon	NWNW 17-14S-23E	UTU6613
Trapp Springs 16-25-14S-23E	43-047-31041	Main Canyon	NENE 25-14S-23E	U38073
Trapp Springs 8-36-14S-23E	43-047-30944	Main Canyon	NESE 36-14S-23E	ML18667
Trapp Springs 4-25-14S-23E	43-047-30582	Main Canyon	SWSW 25-14S-23E	U38073
Trapp Springs 6-35-14S-23E	43-047-30791	Main Canyon	NESW 35-14S-23E	U35272
Pine Springs 13-26-14S-22E	43-047-31074	Main Canyon	NWNW 26-14S-22E	U27413
Pine Springs 3-23-14S-22E	43-047-34675	Main Canyon	SESW 23-14S-22E	UTU006614
Pine Springs 7-21-14S-22E	43-047-31042	Main Canyon	NWSE 21-14S-22E	U10199
Pine Springs 8-20-14S-22E	43-047-31063	Pine Springs	NESE 20-14S-22E	U10199
Pine Springs 9-12-14S-21E	43-047-31096	Pine Springs	SENE 12-14S-21E	U10272

RECEIVED

NOV 05 2007

DIV. OF OIL, GAS & MINING

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ

2. CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

3/1/2010

FROM: (Old Operator):

N5155-Pioneer Natural Resources USA, Inc.
 1401 17th St, Suite 1200
 Denver, CO 80202

Phone: 1 (303) 675-2610

TO: (New Operator):

N3655-Foundation Energy Management, LLC
 14800 Landmark Blvd, Suite 2200
 Dallas, TX 75254

Phone: 1 (918) 585-1650

CA No.			Unit:		PINE SPRINGS			
WELL NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LIST								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 3/18/2010
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 3/18/2010
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2010
- a. Is the new operator registered in the State of Utah: Business Number: 7591070-0161
- a. (R649-9-2)Waste Management Plan has been received on: Requested
- b. Inspections of LA PA state/fee well sites complete on: n/a
- c. Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM not yet BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: not yet
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 5/20/2010
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 6/10/2010
- Bond information entered in RBDMS on: 5/20/2010
- Fee/State wells attached to bond in RBDMS on: 5/20/2010
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000427
- Indian well(s) covered by Bond Number: n/a
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number B005552 & B005635
- b. The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 6/10/2010

COMMENTS:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

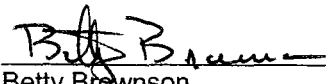
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Foundation Energy Management, LLC		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 14800 Landmark Blvd. - Ste 220 CITY Dallas STATE TX ZIP 72254		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 585-1650		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: COUNTY: STATE: UTAH		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

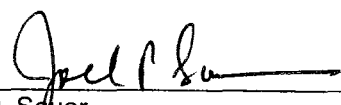
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 1/1/2010	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Foundation Energy Management, LLC. has acquired all of Pioneer Natural Resources USA, Inc.'s interest in the attached list of wells. Foundation Energy Management, LLC. assumed operations of these wells on March 1, 2010.


Betty Brownson
Attorney-In-Fact
Pioneer Natural Resources USA, Inc.

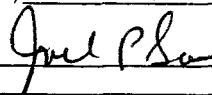
1401 17th Street - Suite 1200
Denver, CO 80202
Telephone: 303-675-2610
Fax: 303-294-1255


Joel P. Sauer
Vice President
Foundation Energy Management, LLC.

14800 Landmark Blvd., Suite 220
Dallas, Texas 75254
UDOGM Bond No. ~~B005500~~ B005552 & B005635
UT Trust Lands: B005499 BLM Bond No UTB000427
Telephone: 918-585-1650
Fax: 918-585-1660

NAME (PLEASE PRINT) Joel P. Sauer TITLE Vice President

SIGNATURE




APPROVED 5/20/2010

3-10-2010

RECEIVED

(This space for State use only)


Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

MAR 18 2010

DIV. OF OIL, GAS & MINING

Pioneer Natural Resources (N5155) to Foundation Energy Management (N3655)
EFFECTIVE March 1, 2010

well name	sec	twp	rng	api	entity	lease	type	stat
PINE SPRINGS UNIT 1 1-23-14-22	15	140S	220E	4304730284	595	Federal	GW	S
PINE SPRINGS 7-21-14-22	21	140S	220E	4304731042	8086	Federal	GW	P
PINE SPRINGS FED 8-20-14-22	20	140S	220E	4304731063	8086	Federal	GW	P
PINE SPRINGS 13-26-14-22	26	140S	220E	4304731074	13615	Federal	GW	S
PINE SPRINGS 9-12-14-21	12	140S	210E	4304731096	10772	Federal	GW	S
PINE SPRINGS FED 12-18-14-22	18	140S	220E	4304731348	10772	Federal	GW	S
PINE SPRINGS FED 3-23-14-22	23	140S	220E	4304734675	10773	Federal	GW	P